

A11513

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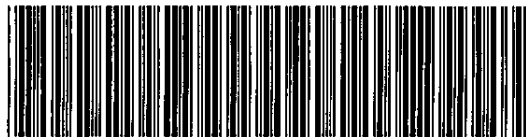
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Amend

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY 21 PM 3:27

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COUNTRY OAKS APARTMENTS, LTD. DOC. NO. A11513
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Laura Pippin

(Contact Person)

Royal American

(Firm/Company)

1002 W. 23rd Street, Suite 400

(Address)

Panama City, FL 32405

(City, State and Zip Code)

For further information concerning this matter, please call:

Laura Pippin

(Name of Contact Person)

at (850) 914-3268

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☒ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

AMENDMENT
TO
AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE
OF
COUNTRY OAKS APARTMENTS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY 21 PM 3:27

THIS AMENDMENT is made and entered into effective as of the 1st day of November, 2006, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) HELEN M. BERNEBURG (hereinafter referred to as the "Assignor"); and (iii) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

R E C I T A L S:

A. COUNTRY OAKS APARTMENTS, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership having filed its original Agreement and Certificate of Limited Partnership with the Florida Secretary of State on November 17, 1981, and is presently existing pursuant to an Amended and Restated Agreement and Certificate (hereinafter referred to as the "Partnership Agreement") filed on September 24, 1982.

B. Pursuant to an Agreement dated October 2, 2006, the Assignor sold, assigned and transferred its entire right, title and interest in a 2.879% interest as a Limited Partner of the Partnership to the Assignee. As a consequence of such sale, assignment and transfer, the Assignor ceased to be a Limited Partner of the Partnership.

C. It is the desire of the parties that the Assignee be substituted as a Limited Partner of the Partnership to the extent of the 2.879% limited partnership interest sold and assigned to the Assignee by the Assignor, and that pursuant to such desire, the Partnership Agreement be amended to reflect said substitution and the withdrawal of the Assignor as a Limited Partner of the Partnership.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Limited Partnership Agreement and Certificate of Limited Partnership of COUNTRY OAKS APARTMENTS, LTD. is amended to provide as follows:

1. The Assignor hereby withdraws as a Limited Partner of the Partnership. The Partnership hereby accepts such withdrawal and the said Assignor shall hereafter cease to be a Limited Partner of the Partnership.

2. Exhibit A of the Partnership Agreement is hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A attached hereto and incorporated herein by this reference.

3. It is further provided and agreed that the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 2.879% limited partner interest assigned by the Assignor; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (iii) any present or future references to the terms "Partner(s)" or "Limited Partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include the Assignee to the extent of the 2.879% limited partner interest assigned by the Assignor; and (iv) the execution of this Amendment by the Assignee shall constitute the agreement of the Assignee as a Limited Partner, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

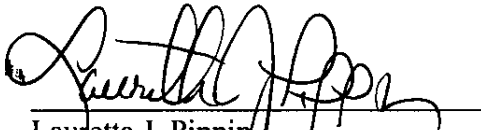
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.


IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

GENERAL PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.



Lauretta J. Pippin
Secretary


By: 
Joseph F. Chapman, IV
President

LIMITED PARTNERS:

ATTEST:

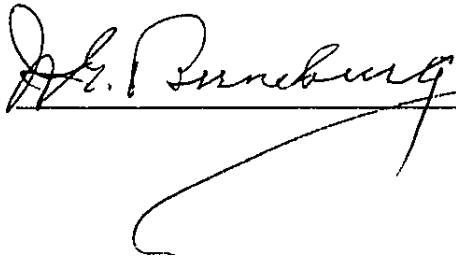
BY: ROYAL AMERICAN DEVELOPMENT, INC.,
General Partner, Pursuant to
Power of Attorney


Lauretta J. Pippin
Secretary

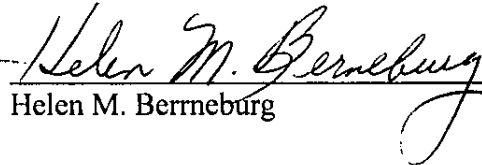
By: 
Joseph F. Chapman, IV
President

WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:



A handwritten signature in cursive script, appearing to read 'H. M. Bernburg', written over a horizontal line.



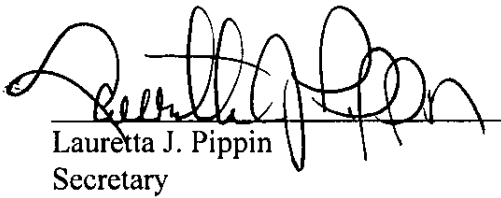
A handwritten signature in cursive script, appearing to read 'Helen M. Bernburg', written over a horizontal line.

Helen M. Bernburg

ATTEST:

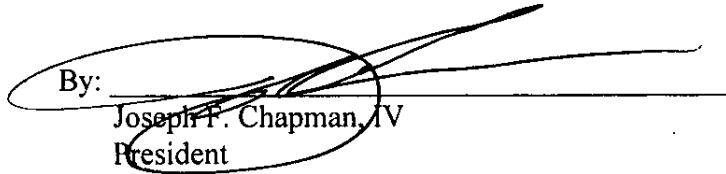
ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.



A handwritten signature in cursive script, appearing to read 'Laurretta J. Pippin', written over a horizontal line.

Laurretta J. Pippin
Secretary



A handwritten signature in cursive script, appearing to read 'Joseph F. Chapman, IV', written over a horizontal line. The signature is circled with a large oval.

By:

Joseph F. Chapman, IV
President

EXHIBIT A
COUNTRY OAKS APARTMENTS, LTD.
AGREEMENT AND CERTIFICATE
OF
LIMITED PARTNERSHIP

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	1.00%
Joseph F. Chapman, III	1.00%
<u>LIMITED PARTNERS:</u>	
Chapman Associates, Ltd.	4.00%
Royal American Development, Inc.	2.879%
John D. & Diana M. Anderson	2.879%
Fernando D. Borges, M.D.	2.879%
Les W. Burke	2.879%
Alfred J. Ciraldo	1.44%
John G. Crosby	2.879%
Richard E. DuBois, M.D.	2.879%
Tuncay Ertan, M.D.	2.879%
Lucille B. Ford	2.879%
Edmond T. Griffin	2.879%
Robert M. Harrison	2.879%
John P. Heard	2.879%
Warren Heller	2.879%
Doris A. Jones	1.44%
Hans I. & Kathleen Jorgensen	2.879%
John S. Knudsen	2.879%
Francis R. Kramer	2.879%
Estate of Dr. Louis P. Laville, Jr.	2.879%
Myrna Leonard	1.4395%
Bouldin A. Marley, Jr., M.D.	2.879%
Estate of Joseph S. Miller	2.879%
T. Kenneth Minchew, Jr.	2.879%
Sol Nevins	2.879%
Joseph B. Paley, M.D.	2.879%
Haralambros J. Papathomas	2.879%
Dr. Peter Rubelman	1.4395%
Harold Sandstrom	2.879%
SHP Acquisitions, LLC	2.879%

(EXHIBIT A continued from Page 4)

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>LIMITED PARTNERS (cont):</u>	
William B. Stilwell	2.879%
Merle P. Stringer, M.D.	2.879%
Ruth E. Stuart	2.879%
Kathleen A. Thomas	2.879%
Edward M. & Laura R. Waller	1.44%
Franklin Wannemacher	1.44%
John Michael Yeend	5.758%