

A11553

(Requestor's Name)

(Address)

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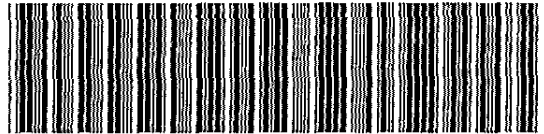
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A11553

N. Culligan JUN - 1 2005

5/23/05

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Motel One, Ltd.  
(Name of Limited Partnership)

**DOCUMENT NUMBER:** A11553

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

Please return all correspondence concerning this matter to the following:

Laura Pippin  
(Name of Person)

Royal American  
(Firm/Company)

1002 W. 23rd St., Suite 400  
(Address)

Panama City, FL 32405  
(City/State and Zip Code)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Laura Pippin at ( 850 ) 914-3268  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$52.50 Filing Fee      ☐ \$61.25 Filing Fee & Certificate of Status      ☒ \$105.00 Filing Fee & Certified Copy (additional copy is enclosed)      ☐ \$113.75 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
PURSUANT TO FLORIDA STATUTES 620.109  
OF  
MOTEL ONE, LTD.

A. Name: MOTEL ONE, LTD.

B. Address: 1002 W. 23rd Street, Suite 400  
Panama City, Florida 32405

C. Registered Agent: Lauretta J. Pippin  
1002 W. 23rd Street, Suite 400  
Panama City, Florida 32405

D. General Partner: Royal American Development, Inc. 598978  
1002 W. 23rd Street, Suite 400  
Panama City, Florida 32405

E. Mailing Address: 1002 W. 23rd Street, Suite 400  
Panama City, Florida 32405

F. Latest Dissolution Date: December 31, 2020


G. Date of Filing of  
Original Certificate: November 25, 1981

H. Date of Amended  
Certificate: April 1, 2005

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TALLAHASSEE, FLORIDA

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Sixth Amendment to the Certificate and Agreement of Limited Partnership of Motel One, Ltd., which is being filed contemporaneously with this Certificate of Amendment to the Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

GENERAL PARTNER:  
ROYAL AMERICAN DEVELOPMENT, INC.

By:   
Joseph F. Chapman, IV  
President

- 2 -

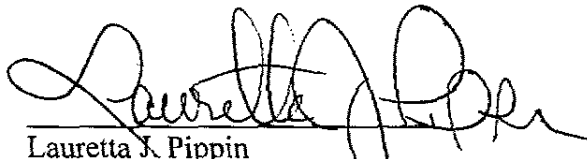
STATE OF FLORIDA  
COUNTY OF BAY

I, Laretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Joseph F. Chapman, IV, personally appeared before me in said jurisdiction, and being personally well known to me and being by me first duly sworn, did depose and say that the facts set forth in the foregoing instrument are true and correct, and he acknowledged to me that he executed said certificate as his free act and deed.

Subscribed and sworn to before me on this 1<sup>st</sup> day of April, 2005.



Laretta J Pippin  
My Commission DD339079  
Expires August 27 2008

  
Laretta J. Pippin  
Notary Public, State of Florida

(Notary's Seal)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIXTH AMENDMENT  
TO  
CERTIFICATE AND AGREEMENT  
OF  
LIMITED PARTNERSHIP  
OF  
MOTEL ONE, LTD.

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TALLAHASSEE, FLORIDA

THIS SIXTH AMENDMENT to the Certificate and Agreement of Limited Partnership (the "Amendment") is made and entered into as of the 1st day of April, 2005, by and among the undersigned parties.

RECITALS:

A. MOTEL ONE, LTD. (the "Partnership") is a Florida limited partnership presently existing pursuant to a Certificate and Agreement of Limited Partnership filed on November 25, 1981, (the "Certificate and Agreement"). The Certificate and Agreement have been amended from time to time by the Partners of the Partnership.

B. Pursuant to an Agreement of Assignment, Royal American Hospitality, Inc. (the "Assignor") assigned and transferred its right, title and interest in a 1.00% interest as a General Partner of the Partnership to Royal American Development, Inc. (the "Assignee").

C. It is the desire of the parties that the Assignee be substituted as a General Partner of the Partnership to the extent of the 1.00% general partnership interest assigned to the Assignee by the Assignor, and that pursuant to such desire, the Certificate and Agreement be amended to reflect said substitution.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Certificate and Agreement are hereby amended to provide as follows:

1. The Assignor hereby assigns a 1.00% general partnership interest in the Partnership to the Assignee. The Partnership hereby accepts such assignment.

2. Exhibit A of the Certificate and Agreement of Limited Partnership 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 (i) The Assignee shall be and hereby is a substitute General Partner of the Partnership to the full extent of the general partnership interest assigned to it by the Assignor; (ii) any present or future references to the terms "Partner(s)" or "General Partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include the Assignee to the extent of the general partnership interest assigned to it by the Assignor; and (iii) the execution of this Amendment by the Assignee shall constitute the agreement of the

Assignee as a General Partner, to all of the terms and provisions of the Certificate and Agreement of Limited Partnership of the Partnership, as amended.

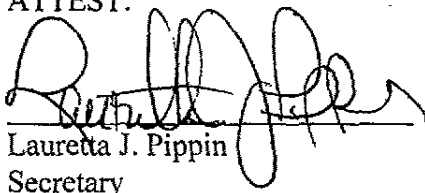
4. The signing of this Amendment by all of the partners of the Partnership (both general and limited) does and shall constitute the consent of each partner to said withdrawal of the Assignor and the admission of the Assignee, and to the amendments to the Certificate and Agreement made by this Amendment.

5. Except as hereby amended, the Certificate and Agreement of Limited Partnership of the Partnership, as previously amended, is ratified and affirmed in all respects.

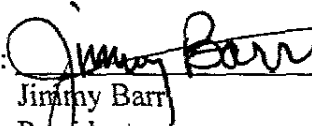
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

ASSIGNOR/WITHDRAWING GENERAL PARTNER:

ATTEST:

  
Lauretta J. Pippin  
Secretary

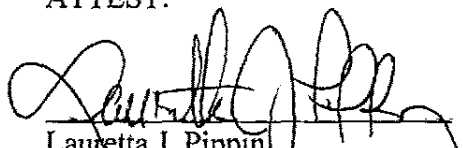
ROYAL AMERICAN HOSPITALITY, INC.

By:  [SEAL]  
Jimmy Barr  
President

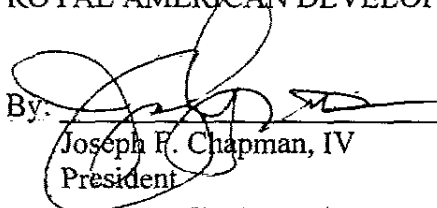
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TALLAHASSEE, FLORIDA

ASSIGNEE AND SUBSTITUTE  
GENERAL PARTNER:

ATTEST:

  
Lauretta J. Pippin  
Secretary

ROYAL AMERICAN DEVELOPMENT, INC.

By:  [SEAL]  
Joseph F. Chapman, IV  
President

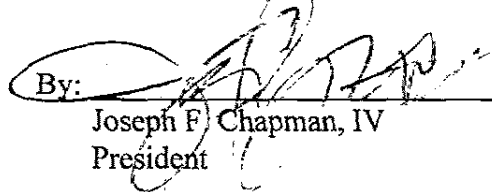
(Signatures continued from Page 2)

LIMITED PARTNERS:

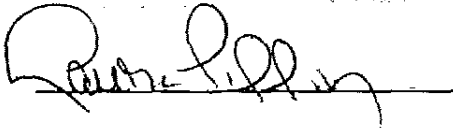
WITNESS:

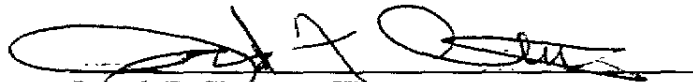


ROYAL AMERICAN DEVELOPMENT, INC.


By:  [SEAL]  
Joseph F. Chapman, IV  
President

WITNESS:



  
Joseph F. Chapman, III

WITNESS:



CHAPMAN ASSOCIATES, LTD.

By: Southern Coastal Mortgage Company,  
General Partner

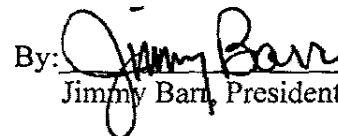
By:   
Jimmy Barr, President

EXHIBIT A

MOTEL ONE, LTD.

CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

<u>NAME AND ADDRESS</u>	<u>PARTNERSHIP INTEREST</u>
<u>GENERAL PARTNER:</u>	
Royal American Development, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	1.00%
<u>LIMITED PARTNERS:</u>	
Royal American Development, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	49.00%
Joseph F. Chapman, III 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	20.00%
Chapman Associates, Ltd. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	30.00%

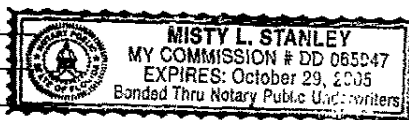


STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF BAY                    )

The foregoing instrument was acknowledged before me this   1   day of April, 2005 by JIMMY BARR as President of Royal American Hospitality, Inc., and Southern Coastal Mortgage Company, Inc., the General Partner of Chapman Associates, Ltd., who is ( X ) personally known to me or who has (    ) produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned and on behalf of said entities.

  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_

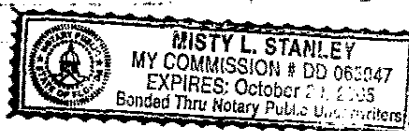


STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF BAY                    )

The foregoing instrument was acknowledged before me this   1   day of April, 2005 by JOSEPH F. CHAPMAN, IV, as President of Royal American Development, Inc., a Florida Corporation, who is ( X ) personally known to me or who has (    ) produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned and on behalf of said corporation.

  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_



STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF BAY                    )

The foregoing instrument was acknowledged before me this   1   day of  
April, 2005 by JOSEPH F. CHAPMAN, III, who is ( ☒ ) personally known to me or who  
has ( ☐ ) produced photo identification.

  
NOTARY PUBLIC



Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_

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