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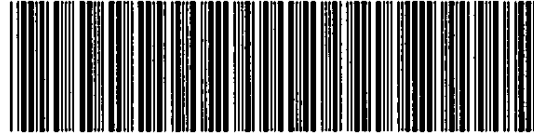
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LINES, HINSON AND LINES**

**LAWYERS**

121 NORTH MADISON STREET 32351  
POST OFFICE BOX 550  
QUINCY, FLORIDA 32353

WILLIAM D. LINES (1914 - 1992)  
ALEXANDER L HINSON  
BLUCHER B. LINES

TELEPHONE (850) 875-1300  
TELECOPIER (850) 875-1350

7 December 2006

Secretary of State  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: RIVER JUNCTION APARTMENTS, LTD

To whom it may concern:

Enclosed please find for filing Amendment to Certificate of Agreement of Limited Partnership for **RIVER JUNCTION APARTMENTS, LTD.** Enclosed is our firm's check in the amount of \$55.00 for filing fee and one certified copy.

Thanking you for your assistance in this matter, I am,

Sincerely,



Alexander L. Hinson  
Lines, Hinson and Lines

ALH:kc

Enc.

**FIFTH AMENDMENT TO CERTIFICATE OF AGREEMENT / Certificate  
OF LIMITED PARTNERSHIP**

WHEREAS, TAYLOR BUDD WILLIAMS, as the owner of a 25% Limited Partnership interest, and GRAVES WILLIAMS, as the owner of a 9% Limited Partnership interest, have assigned, sold and transferred their interests in RIVER JUNCTION APARTMENTS, LTD. to EUGENIA R. D'ALEMBERTE with the approval of the Managing General Partner.

NOW THEREFORE, subsections 2.02 and 3.05 are amended as follows, to be effective on the 6th day of December, 2006:

**2.02 Limited Partners:**

RICHARD W. D'ALEMBERTE, EUGENIA R. D'ALEMBERTE, and SANDRA S. FLETCHER, as TRUSTEE, shall be the Limited Partners of the Partnership. All persons, firms and organizations who from time to time are Limited Partners in the Partnership are sometimes hereinafter collectively referred to as "Limited Partners" and individually as "Limited Partner". It is understood that each and every Limited Partner shall have the right to sell, transfer or otherwise divest himself of his limited partnership interest subject only to said additional limited partners being approved by the Farmers Home Administration.

**3.05 Distribution:**

Profits, losses and cash flow of the Partnership shall henceforth be distributed among General and Limited Partners in accordance with their percentage of ownership as follows:

**GENERAL PARTNERS:**

RICHARD W. D'ALEMBERTE	5.0%
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**LIMITED PARTNERS:**

RICHARD W. D'ALEMBERTE	36.0%
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EUGENIA R. D'ALEMBERTE	34.0%
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SANDRA S. FLETCHER, AS TRUSTEE OF THE UNIFIED CREDIT SHELTER TRUST - TRUST A UNDER ARTICLE III OF THE LAST WILL AND TESTAMENT OF EDWARD HENTZ FLETCHER, JR. DATED JUNE 13, 1990	<u>25.0%</u>
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TOTAL:	100.0%
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TALLAHASSEE, FLORIDA

Witnessed by:

Harold H. Clark  
Linda Yates Brock  
As to Richard W. D'Alemberte

Harold H. Clark  
Linda Yates Brock  
As to Taylor Budd Williams

Harold H. Clark  
Linda Yates Brock  
As to Graves Williams

Harold H. Clark  
Linda Yates Brock  
As to Richard W. D'Alemberte

Harold H. Clark  
Linda Yates Brock  
As to Eugenia R. D'Alemberte

Alma L. Hinton  
Harold H. Clark  
As to Sandra S. Fletcher, Trustee

Richard W. D'Alemberte  
RICHARD W. D'ALEMBERTE  
General Partner

Taylor Budd Williams  
TAYLOR BUDD WILLIAMS  
Former Limited Partner

Graves Williams  
GRAVES WILLIAMS  
Former Limited Partner

Richard W. D'Alemberte  
RICHARD W. D'ALEMBERTE  
Limited Partner

Eugenia R. D'Alemberte  
EUGENIA R. D'ALEMBERTE  
Limited Partner

Sandra S. Fletcher Trustee  
SANDRA S. FLETCHER, AS TRUSTEE  
OF THE UNIFIED CREDIT SHELTER  
TRUST-TRUST A UNDER ARTICLE III  
OF THE LAST WILL AND TESTAMENT  
OF EDWARD HENTZ FLETCHER, JR.  
DATED JUNE 13, 1990

Limited Partner

STATE OF FLORIDA  
COUNTY OF GADSDEN

RICHARD W. D'ALEMBERTE, being duly sworn, deposes and says that he is the General Partner named in the foregoing Limited Partnership Agreement, that the statements made in the foregoing Agreement are true, and he acknowledges his execution thereof for the purposes therein stated.

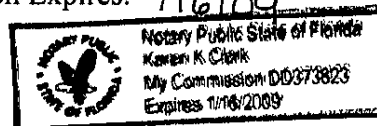
Sworn to and subscribed before me this 5<sup>th</sup> day of December, A.D. 2006.

Karen K. Clark  
(signature)

KAREN K. CLARK  
(Name typed or printed)

Notary Public

My Commission Expires: 1/16/09



STATE OF FLORIDA  
COUNTY OF GADSDEN

TAYLOR BUDD WILLIAMS, being duly sworn, deposes and says that he is a former Limited Partner named in the foregoing Limited Partnership Agreement, that the statements made in the foregoing Agreement are true, and he acknowledges his execution thereof for the purposes therein stated.

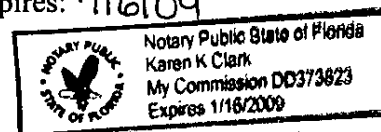
Sworn to and subscribed before me this 10<sup>th</sup> day of December, A.D. 2006.

Karen K. Clark  
(signature)

KAREN K. CLARK  
(Name typed or printed)

Notary Public

My Commission Expires: 1/16/09



STATE OF FLORIDA  
COUNTY OF GADSDEN

GRAVES WILLIAMS, being duly sworn, deposes and says that he is a former Limited Partner named in the foregoing Limited Partnership Agreement, that the statements made in the foregoing Agreement are true, and he acknowledges his execution thereof for the purposes therein stated.

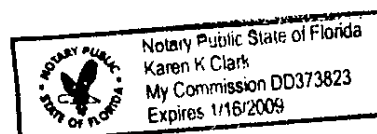
Sworn to and subscribed before me this 10<sup>th</sup> day of December, A.D. 2006.

Karen K. Clark  
(signature)

KAREN K. CLARK  
(Name typed or printed)

Notary Public

My Commission Expires: 1/16/09



STATE OF FLORIDA  
COUNTY OF GADSDEN

RICHARD W. D'ALEMBERTE, being duly sworn, deposes and says that he is a Limited Partner named in the foregoing Limited Partnership Agreement, that the statements made in the foregoing Agreement are true, and he acknowledges his execution thereof for the purposes therein stated.

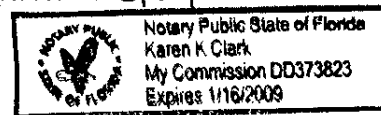
Sworn to and subscribed before me this 5<sup>th</sup> day of December, A.D. 2006.

Karen K. Clark  
(signature)

KAREN K. CLARK  
(Name typed or printed)

Notary Public

My Commission Expires: 1/16/09



STATE OF FLORIDA  
COUNTY OF GADSDEN

EUGENIA R. D'ALEMBERTE, being duly sworn, deposes and says that she is a Limited Partner named in the foregoing Limited Partnership Agreement, that the statements made in the foregoing Agreement are true, and she acknowledges her execution thereof for the purposes therein stated.

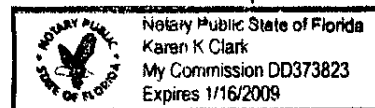
Sworn to and subscribed before me this 5<sup>th</sup> day of December, A.D. 2006.

Karen K. Clark  
(signature)

KAREN K. CLARK  
(Name typed or printed)

Notary Public

My Commission Expires: 1/16/09



STATE OF FLORIDA  
COUNTY OF GADSDEN

SANDRA S. FLETCHER, AS TRUSTEE, being duly sworn, deposes and says that she is a Limited Partner named in the foregoing Limited Partnership Agreement, that the statements made in the foregoing Agreement are true, and she acknowledges her execution thereof for the purposes therein stated.

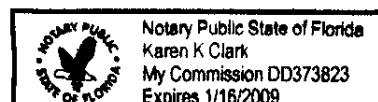
Sworn to and subscribed before me this 4<sup>th</sup> day of December, A.D. 2006.

Karen K. Clark  
(signature)

KAREN K. CLARK  
(Name typed or printed)

Notary Public

My Commission Expires: 1/16/09



GENERAL AND LIMITED PARTNERS  
AND THEIR ADDRESSES

General Partners

Richard W. D'Alemberte  
Mailing Address  
P. O. Box 66  
Chattahoochee, FL 32324

Residence Address  
275 North Bolivar Street  
Chattahoochee, FL 32324

Limited Partners

Richard W. D'Alemberte  
Mailing Address  
P. O. Box 66  
Chattahoochee, FL 32324

Residence Address  
275 North Bolivar Street  
Chattahoochee, FL 32324

Eugenia R. D'Alemberte  
Mailing Address  
P. O. Box 66  
Chattahoochee, FL 32324

Residence Address  
275 North Bolivar Street  
Chattahoochee, FL 32324

Sandra S. Fletcher, as Trustee  
Mailing Address  
600 N. 14<sup>th</sup> Street  
Quincy, FL 32351

Residence Address  
600 N. 14<sup>th</sup> Street  
Quincy, FL 32351