

A12149

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

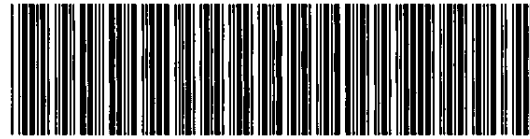
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



100238189161

08/08/12--01015--017 \*\*525.00

FILED  
2012 AUG -8 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

AUG -9 2012

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Dixie Grove Apartments, Ltd. Doc #A12149  
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  
laura.pippin@royal-american.com  
E-mail address: (to be used for future annual report notification)

**FILED**  
2012 AUG -8 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Laura Pippin at ( 850 ) 914-3268  
Name of Contact Person 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

FILED  
2012 AUG -8 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF  
DIXIE GROVE APARTMENTS, LTD.

[Pursuant to the provisions of Section 620.1202, Florida Statutes]

THIS AMENDMENT is made and entered into as of the 4th day of June, 2012, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) FLORENCE MCCABE MATTHEWS as surviving spouse of WILLIAM CANNON MATTHEWS (hereinafter referred to as the "Assignor"); and (iii) SOUTHERN COASTAL MORTGAGE COMPANY, a Florida corporation (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. DIXIE GROVE 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 February 26, 1982, assigned Florida Document number A12149, and is presently existing pursuant to an Amended and Restated Agreement and Certificate (hereinafter referred to as the "Partnership Agreement") filed on April 29, 1983.

B. Pursuant to an Agreement of Assignment and Sale, the Assignor sold, assigned and transferred the Assignor's entire right, title and 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 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 Partnership Agreement of DIXIE GROVE 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.

FILED  
2012 AUG -8 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[2]

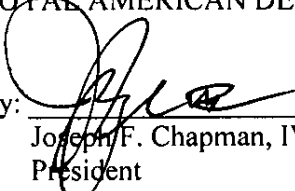
3. It is further provided and agreed that (i) the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the limited partner interest assigned by the Assignor; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent 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 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.

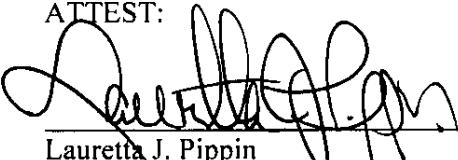
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

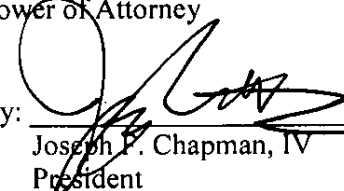
By:   
Joseph F. Chapman, IV  
President

ATTEST:

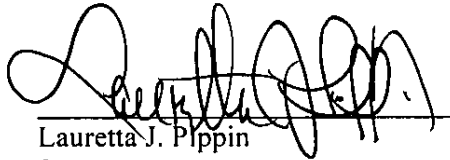
  
Laurretta J. Pippin  
Secretary

LIMITED PARTNERS:

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

By:   
Joseph F. Chapman, IV  
President

ATTEST:

  
Laurretta J. Pippin  
Secretary

FILED  
2012 AUG -8 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[3]

WITNESS:

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNER:

Donna Ults

Florence McCabe Matthews  
Florence McCabe Matthews

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

ATTEST:

SOUTHERN COASTAL MORTGAGE COMPANY

Lauretta J. Pippin  
Lauretta J. Pippin  
Secretary

By: Robert F. Henry, III  
Robert F. Henry, III  
Vice President

EXHIBIT A  
DIXIE GROVE APARTMENTS, LTD.  
AGREEMENT AND CERTIFICATE  
OF  
LIMITED PARTNERSHIP

**FILED**  
2012 AUG - 8 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	1.00%
Joseph F. Chapman, III	0.50%
Southern Coastal Mortgage Company	0.50%
<u>LIMITED PARTNERS:</u>	
Joseph F. Chapman, III	3.00%
Southern Coastal Mortgage Company	4.6135%
Francis S. Godbold	1.365%
Thomas A. James	1.365%
Richard W. & Diane M. Basler	2.3067%
Robert J. Basler	2.3067%
Lawrence T. Brueckner, M.D.	2.3067%
Mary Ellen Brueckner	2.3067%
Duke Edmund Cain	2.3067%
G. Lawton Cox	4.6135%
Herald B. and MarGene Durrant	6.9202%
Mary V. Gambrill	4.6135%
Estate of William H. Henderson	4.6135%
Helen W. James (Minck), Trustee	4.6135%
John Krater, Jr.	4.6135%
Manuel I. & Remedios P. Marban	4.6135%
Estate of James E. McCord	4.6135%
Donald C. McCormick	2.3067%
J. P. McLaurin, M.D.	4.6135%
Estate of Joseph M. Mego	4.6135%
Dr. Glenn P. Miller	4.6135%
Anita J. Muehleck	4.6135%
Antonio B. Santillano	4.6135%
David F. Sprunk	2.3067%
Robert G. Tanner	4.6135%
John G. and Phyllis G. Wooddell	4.6135%



