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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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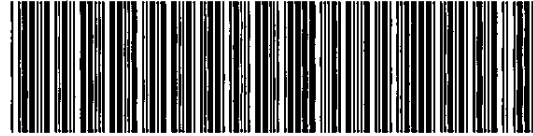
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

14 JUN 2014 09:00

06/30/14



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Birmingham, AL 35205-2972

PO Box 55727
Birmingham, AL 35255-5727

Cynthia McCraw, CP

Certified Paralegal
cmcraw@sirote.com
Tel: 205-930-5351
Fax: 205-930-5101

June 27, 2014

VIA FEDERAL EXPRESS

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

Re: Sanford Landing Apartments, Ltd.

Dear Sir or Madam:

Enclosed for recording is the Tenth Amendment to Limited Partnership Agreement and Certificate of Sanford Landing Apartments, Ltd. and our check, in the amount of \$105.00, for the filing fee and a certified copy. Please file the amendment as soon as possible and return filing confirmation and a certified copy to me via Federal Express. A self-addressed Federal Express envelope, charged to this Firm's account, is enclosed.

Thank you for your assistance.

Yours very truly,

Cynthia McCraw
Paralegal for Bradley J. Sklar

/cam
Enclosures

**TENTH AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE
OF
SANFORD LANDING APARTMENTS, LTD.**

THIS TENTH AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE of Sanford Landing Apartments, Ltd. (the "Amendment"), made and entered into this 1st day of January, 2014, by and among **Sanford Landing, LLC, Alex, L.L.C., and Southeastern Capital Corporation** (the "General Partners"), the **Estate of Peter W. Field** (the "Withdrawing Special Limited Partner"), **Robert C. Field** (the "Substituted Special Limited Partner"), **W. Edgar Welden** and **Southeastern Capital Corporation** (the "Special Limited Partners"), **ERI/SL Holdings LLC** (the "Investor Limited Partner"), and **WFC Realty Saugus, Inc.** (the "Limited Partner") (all being referred to herein collectively as the "Partners"), as follows:

WHEREAS, Sanford Landing Apartments, Ltd. (the "Partnership") was created pursuant to the Limited Partnership Agreement and Certificate filed with the Secretary of State of Florida on April 6, 1982; and

WHEREAS, said Limited Partnership Agreement and Certificate was thereafter amended on February 17, 1983, March 29, 1984, December 30, 1985, March 25, 1997, October 18, 1999, December 31, 2001, February 21, 2003, March 1, 2006, and January 31, 2012 (said Limited Partnership Agreement and Certificate, as amended, herein referred to as the "Agreement"); and

WHEREAS, the 0.01% limited partner interest owned by the Estate of Peter W. Field, as a Special Limited Partner of the Partnership, has been transferred to the Substituted Special Limited Partner; and

WHEREAS, the Partners desire to amend the Agreement to reflect the transfer of limited partner interest;

NOW, THEREFORE, in consideration of the premises and the mutual covenants of the parties, the parties do hereby agree and bind themselves as follows:

1. The Partners acknowledge and consent to the transfer of limited partner interest and substitution of limited partner as herein described.
2. The Substituted Special Limited Partner does hereby agree to be bound by the Agreement and by the HUD Loan Documents as defined in the Agreement.
3. The Agreement is hereby amended as follows:

Schedule A of the Agreement shall be amended and restated in its entirety in the manner set forth in Schedule A attached hereto and made a part hereof, as if fully incorporated herein, to reflect (i) the admission of Robert C. Field as a Special Limited Partner of

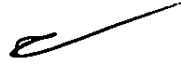
the Partnership in substitution for the Estate of Peter W. Field, and (ii) the name and percentage interest of each partner of the Partnership by virtue of the above-described transfer of interest.

4. This Amendment may be executed in any number of counterparts and all of such counterparts shall for all purposes constitute one instrument, notwithstanding that all parties are not signatories to the same counterpart, and further, the pages of the counterparts on which appear the signatures of the parties may be detached from the respective counterparts of the Amendment and attached all to one counterpart which shall represent the final instrument.

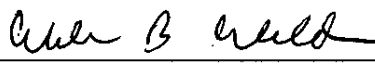
(Signature page follows)

IN WITNESS WHEREOF, the undersigned have executed this Amendment on the date first above written.

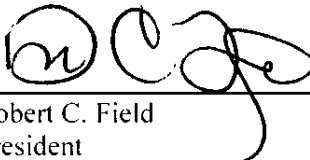
SANFORD LANDING, LLC

By: 
Charles V. Welden, III
Manager

ALEX, L.L.C.

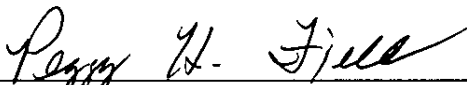
By: 
William B. Welden
Manager

SOUTHEASTERN CAPITAL CORPORATION

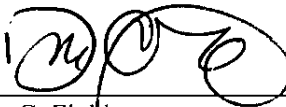
By: 
Robert C. Field
President

(GENERAL PARTNERS)

ESTATE OF PETER W. FIELD


By: 
Peggy H. Field
Personal Representative

(WITHDRAWING SPECIAL
LIMITED PARTNER)


Robert C. Field
(SUBSTITUTED SPECIAL
LIMITED PARTNER)


W. Edgar Welden

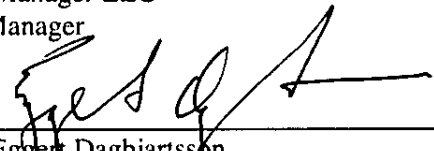
SOUTHEASTERN CAPITAL CORPORATION

By: 
Robert C. Field
President

(SPECIAL LIMITED PARTNERS)

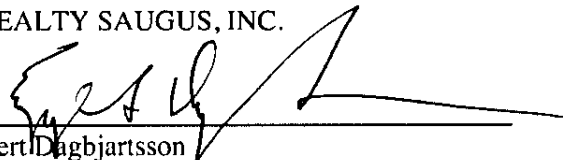
ERI/SL HOLDINGS LLC

By: ED Manager LLC
Its Manager

By: 
Eggert Dagbjartsson
Its Manager

(INVESTOR LIMITED PARTNER)

WFC REALTY SAUGUS, INC.

By: 
Eggert Dagbjartsson
President

(LIMITED PARTNER)

**AMENDED AND RESTATED SCHEDULE A
TO
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE OF
SANFORD LANDING APARTMENTS, LTD.**

<u>PARTNER NAME</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE INTEREST</u>
<u>General Partners:</u>		
Sanford Landing, LLC	\$37.50	.375%
Alex, L.L.C.	\$25.00	.25%
Southeastern Capital Corporation	\$37.50	.375%
<u>Special Limited Partners:</u>		
Robert C. Field	\$10.00	.01%
W. Edgar Welden	\$10.00	.01%
Southeastern Capital Corporation	\$90.00	.09%
<u>Investor Limited Partner:</u>		
ERI/SL Holdings LLC	\$2,336,130.00	98.39%
<u>Limited Partner:</u>		
WFC Realty Saugus, Inc.	\$10.00	.50%

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