

A12477

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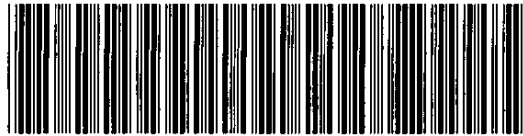
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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T Hampton JAN 24 2008

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HARBOUR PLACE APARTMENTS, LTD. DOC NO. A12477
(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 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 ☒ \$105.00 Filing Fee ☐ \$113.75 Filing Fee,
Status and Certified Copy 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

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EIGHTH AMENDMENT
TO
AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE
OF
LIMITED PARTNERSHIP
OF
HARBOUR PLACE APARTMENTS, LTD.

This Eighth Amendment to Amended and Restated Agreement and Certificate of Limited Partnership (the "Amendment") is made and entered into as of the 2nd day of NOVEMBER, 2007, but is accepted by HARBOUR PLACE APARTMENTS, LTD. as of January 1, 2007, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) FLOYD H. TALMON FAMILY TRUST, Douglas W. J. Franz, Trustee, (hereinafter referred to as the "Assignor"); and (iii) FLOYD H. TALMON LIFE ESTATE TRUST, Douglas W. J. Franz, Trustee, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. HARBOUR PLACE 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 May 7, 1982, and is presently existing pursuant to an Amended and Restated Agreement and Certificate of Limited Partnership, as amended, (hereinafter referred to as the "Partnership Agreement") filed on April 6, 1983.

B. Pursuant to an Agreement of Assignment, the Assignor assigned and transferred its entire right, title and interest in a 2.9147% interest as a Limited Partner of the Partnership to the Assignee. As a consequence of such 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 2.9147% limited partnership interest 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 HARBOUR PLACE 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 (i) the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 2.9147% 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 2.9147% 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 Partnership Agreement of the Partnership, as amended.

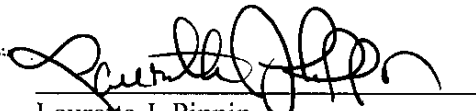
4. Except as hereby amended, the Amended and Restated Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

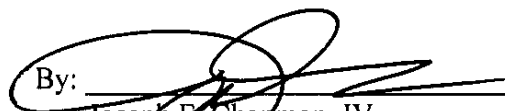
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

MANAGING GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:


Lauretta J. Pippin
Secretary

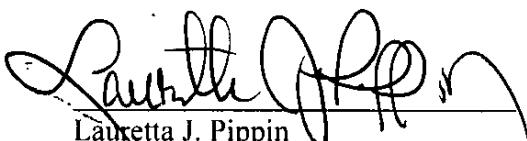
By: 
Joseph F. Chapman, IV
Vice President


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LIMITED PARTNERS:

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

ATTEST:


Lauretta J. Pippin
Secretary

By: 
Joseph F. Chapman, IV
Vice President

WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

FLOYD H. TALMON FAMILY TRUST

Susan L. Schaedler

By: 

Douglas W. J. Franz, Trustee

WITNESS:

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

FLOYD H. TALMON LIFE ESTATE TRUST

Susan L. Schaedler

By: 

Douglas W. J. Franz, Trustee

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EXHIBIT A
HARBOUR PLACE APARTMENTS, LTD.
AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE
OF LIMITED PARTNERSHIP

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<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	1.00%
Joseph F. Chapman, III	.50%
Southern Coastal Mortgage Company	.50%
<u>LIMITED PARTNERS:</u>	
Royal American Development, Inc.	1.4573%
Joseph F. Chapman, III	3.00%
Thomas A. James	0.8648%
Frances S. Godbold	0.8648%
Lucille Ablan	1.4573%
Lawrence T. Brueckner	1.4573%
Mary Ellen Brueckner	1.4573%
Edwin D. & Bonnie J. Carpenter	1.4573%
Dr. Larry Lee Corbitt	2.9147%
Alonzo A. Cotton	2.9147%
Joseph F. Darpel	1.4573%
Dr. Estelita G. DeUngria	2.9147%
John T. Everett & Kristen Vehrs	1.4573%
Douglas H. Forsyth	2.9147%
Patricia M. Freudenthal	2.9147%
Dr. William G. Hart, Jr.	2.9147%
James E. Hubbard	1.4573%
Robert H. Jarman, M.D.	2.9147%
Esther Jensen	5.8294%
Jack Kay	2.9147%
Bruce W. Kramer	1.4573%
Robert M. Lieber	1.4573%
Dr. Charles W. Markham	2.9147%
Raymond W. & Marion B. Peirce Trust	2.9147%
Dr. Raymond & Theresa Pilot	2.9147%
Kimberly A. Rice Revocable Trust	2.9147%
Joseph D. & Margaret A. Riley	2.9147%
Robert E. Rimes	2.9147%
Norma M. Salade Trust U/A dtd 9/13/76	2.9147%

(EXHIBIT A continued from Page 4)

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>LIMITED PARTNERS (cont):</u>	
E. Myrta Schiller	1.4573%
Schmald Revocable Trust	5.8294%
Douglas S. & Elizabeth Spear	1.4573%
Harold A. Strauss Trust	2.9147%
Katherine Stuckey, M.D.	2.9147%
Floyd H. Talmon Life Estate Trust	2.9147%
Robert E. Thomas	1.4573%
Charles H. Tisdale	1.4573%
BRW Trust	2.9147%
Dr. Landy S. Weis	2.9147%
Frederick Young	2.9147%

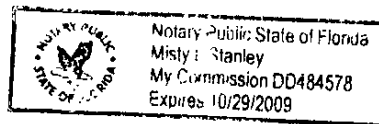
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STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 15 day of Nov, 2007 by Joseph F. Chapman, IV as Vice President of Royal American Development, Inc., a Florida corporation, who is (☒) 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 entity.

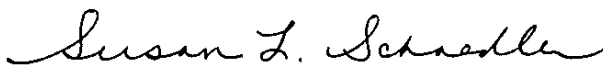

NOTARY PUBLIC

Printed Name: _____
Commission No.: _____
Expiring on: _____



STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

The foregoing instrument was acknowledged before me this 2ND day of NOVEMBER, 2007, by Douglas W. J. Franz in his capacity as Trustee of the Floyd H. Talmon Family Trust and the Floyd H. Talmon Life Estate Trust, who is (☒) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.


NOTARY PUBLIC

Printed Name: SUSAN L. SCHAEGLER, Notary Public
Commission No.: State of Ohio, Cuyahoga County
Expiring on: My Commission Expires July 29, 2008

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