

A12477

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY

FEB 27 2018

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HARBOUR PLACE APARTMENTS, LTD. - 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 Development

Firm/Company

1002 W. 23rd Street, Suite 400

Address

Panama City, FL 32405

City, State and Zip Code

laura.pippin@royalamerican.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Laura Pippin

at (850) 769-8981

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

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

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

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TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 31st day of December, 2017, but is accepted by HARBOUR PLACE APARTMENTS, LTD. as of December 11, 2016, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC. (hereinafter referred to as "RAD" or "General Partner(s)"); SOUTHERN COASTAL MORTGAGE COMPANY (hereinafter referred to as "SCMC" or "General Partner(s)"); and (ii) THE ESTATE OF JOSEPH F. CHAPMAN, III (hereinafter referred to as the "Withdrawing General Partner").

R E C I T A L S:

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, assigned Florida Document number A12477, and is presently existing pursuant to an Amended and Restated Agreement and Certificate (hereinafter referred to as the "Partnership Agreement") filed on April 6, 1983.

B. JOSEPH F. CHAPMAN, III (hereinafter referred to as "Chapman") passed away on December 11, 2016. At the time of his death, Chapman was a General Partner of the Partnership. Pursuant to Section 18(d) of the Partnership Agreement, in the event of the death of any General Partner, the interest in the Partnership of such General Partner shall cease and he shall be removed as a General Partner and the interest in the Partnership of such General Partner shall vest in any remaining General Partners.

C. In addition, Section 19 of the Partnership Agreement provides that upon the death of any General Partner, the Partnership shall be dissolved unless all remaining General Partners elect to continue the business of the Partnership.

D. Pursuant to the terms of the Partnership Agreement, the General Partner interest of Chapman shall cease and Chapman shall be removed as a General Partner of the Partnership. SCMC will assume the General Partner interest of Chapman. RAD and SCMC will be the remaining General Partners of the Partnership.

E. The General Partners desire to continue the business of the Partnership. Pursuant to such desire, the Partnership Agreement shall be amended to reflect the removal of Chapman as a General Partner, and to ratify the election by RAD and SCMC to continue the business 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. Chapman is hereby removed as a General Partner of the Partnership. The Partnership hereby accepts such removal and Chapman shall hereafter cease to be a General Partner of the Partnership. Chapman's interest as a General Partner shall vest in SCMC as a remaining General Partner.

2. The schedule of General Partners of the Partnership is hereby amended as reflected in Exhibit A attached hereto and incorporated herein by this reference.

3. It is further provided and agreed that RAD and SCMC as the remaining General Partners hereby elect to continue the existence and business of the Partnership, without interruption, for the remaining term of the Partnership.

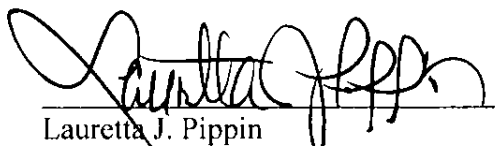
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.

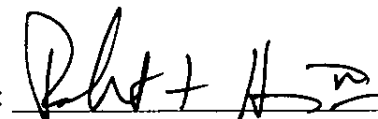
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

GENERAL PARTNERS:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.

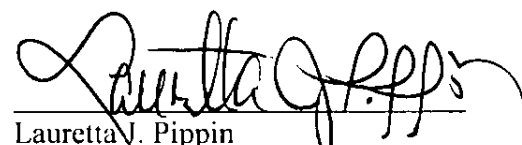

Lauretta J. Pippin
Secretary

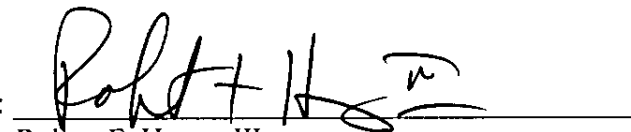
By: 
Robert F. Henry, III
Vice President

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TALLAHASSEE, FLORIDA

ATTEST:

SOUTHERN COASTAL MORTGAGE COMPANY

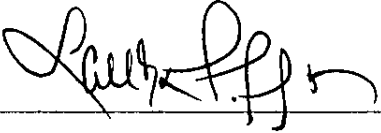

Lauretta J. Pippin
Secretary

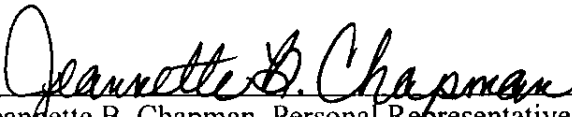
By: 
Robert F. Henry, III
Vice President

WITHDRAWING GENERAL PARTNER:

WITNESS:

ESTATE OF JOSEPH F. CHAPMAN, III

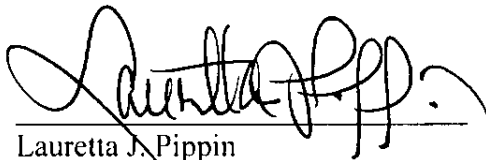


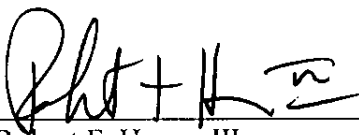
By: 
Jeanette B. Chapman, Personal Representative

LIMITED PARTNERS:

ATTEST:

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


Laurretta J. Pippin
Secretary

By: 
Robert F. Henry, III
Vice President

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TALLAHASSEE, FLORIDA

EXHIBIT A

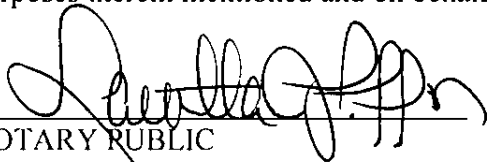
HARBOUR PLACE APARTMENTS, LTD.
AGREEMENT AND CERTIFICATE
OF
LIMITED PARTNERSHIP

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TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	1.00%
Southern Coastal Mortgage Company	1.00%

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31st day of December, 2017 by Robert F. Henry, III as Vice President of Royal American Development, Inc. and of Southern Coastal Mortgage Company, Florida corporations, 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 entites.


NOTARY PUBLIC

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



LAURETTA J. PIPPIN
MY COMMISSION # GG 007599
EXPIRES: August 27, 2020
Bonded Thru Budget Notary Services

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31st day of December, 2017 by Jeannette B. Chapman, as Personal Representative of the Estate of Joseph F. Chapman, III, 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.


NOTARY PUBLIC

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



LAURETTA J. PIPPIN
MY COMMISSION # GG 007599
EXPIRES: August 27, 2020
Bonded Thru Budget Notary Services