

A12702

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

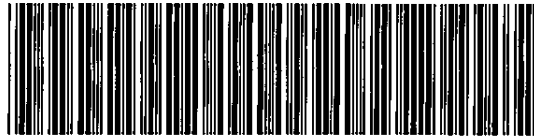
A12702

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PINELAND APARTMENTS, LTD. DOC. NO. A12702
(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

(Name of Contact Person)

at (850) 914-3268

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 18, 2007

LAURA PIPPIN
ROYAL AMERICAN
1002 W. 23RD STREET, SUITE 400
PANAMA CITY, FL 32405

SUBJECT: PINELAND APARTMENTS, LTD.
Ref. Number: A12702

We have received your document for PINELAND APARTMENTS, LTD. and your check(s) totaling \$1260.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 207A00040418

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

FILED
07 JUN 27 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 9th day of May, 2007, but is accepted by PINELAND APARTMENTS, LTD. as of January 1, 2007, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) THE ESTATE OF M. EUGENE COOK, (hereinafter referred to as the "Assignor"); and (iii) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. PINELAND APARTMENTS, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership having filed its original Certificate and Agreement of Limited Partnership with the Florida Secretary of State on June 18, 1982, and is presently existing pursuant to an Amended and Restated Agreement and Certificate (hereinafter referred to as the "Partnership Agreement") filed on November 30, 1983.

B. Pursuant to an Agreement of Assignment and Sale, the Assignor sold, assigned and transferred its entire right, title and interest in a 1.1875% 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 1.1875% 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 Limited Partnership Agreement and Certificate of Limited Partnership of PINELAND 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 the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 1.1875% 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 1.1875% 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.

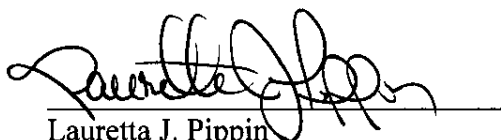
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.

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

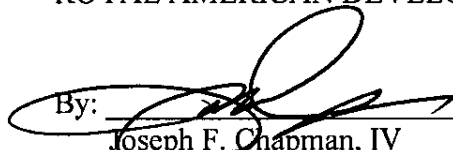
GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:



Laurretta J. Pippin
Secretary

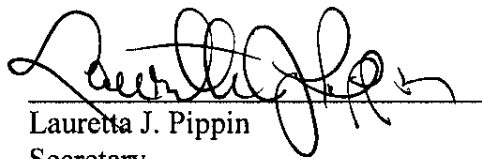
By: 

Joseph F. Chapman, IV
Vice President

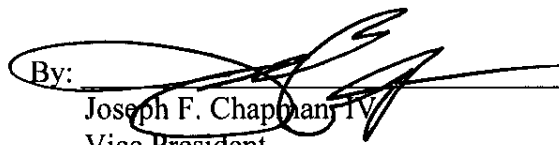
LIMITED PARTNERS:

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

ATTEST:



Laurretta J. Pippin
Secretary

By: 

Joseph F. Chapman, IV
Vice President

WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

THE ESTATE OF M. EUGENE COOK

Laura K. Smith

By: Shirley Cook
Shirley Cook, Personal Representative

WITNESS:

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.

Lauretta J. Pippin
Lauretta J. Pippin
Secretary

By: Joseph F. Chapman, IV
Joseph F. Chapman, IV
Vice President

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

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	5.00%
<u>LIMITED PARTNERS:</u>	
Royal American Development, Inc.	18.6875%
Marshall Bailey	5.00%
L. E. Thomas Revocable Trust	25.00%
Dr. Conrado B. Abinoja	1.1875%
Harry H. and Carrie E. Bash	.59375%
Richard W. Basler	.59375%
Robert J. Basler	1.1875%
Timothy M. Biddle	1.1875%
Dwayne Bird	1.1875%
William R. and Annette Boling	1.1875%
Les W. Burke	1.1875%
Sandra G. Durrie	.59375%
Jean R. Ehrhart	1.1875%
Phillip R. Estipular	1.1875%
Cyrus Farrehi, M.D.	2.375%
Ronald J. Flier	1.1875%
Franklin and Mary H. Ford	1.1875%
John M. Gooding	1.1875%
Estate of Albert E. Gordon	1.1875%
Phillip W. Hadley, M.D.	1.1875%
Robert L. and LaRue G. Hunter	2.375%
Dr. J. Marshall Jung	2.375%
Thomas N. and Toshiko Kovacevic	2.375%
Matthew N. and Betty Masem	1.1875%
William D. McGovern	.59375%
Estate of William J. Miller, Jr.	1.1875%
Mary Kathryn Napp	1.1875%
James W. Ponder, III	1.1875%
John R. Pope	1.1875%

EXHIBIT A (CONT.)

LIMITED PARTNERS

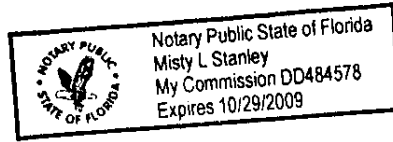
Kallambella C. Ramesh, M.D.	1.1875%
James H. Riddle, Jr.	1.1875%
John R. Ryan	1.1875%
Robin Ould Rentsch	1.1875%
Edwin H. and Mary L. Schmidt	1.1875%
H. Albert and Catherine Silsby	1.1875%
James E. Stevens, M.D.	1.1875%
Carol E. Thompson Trust/Attn: Jan Holland	1.1875%
Susan C. Thomson	1.1875%
Thomas B. and N. Jean Trammell	1.1875%
Edward J. Wucik	1.1875%

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 17 day of May, 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.

Misty L Stanley
NOTARY PUBLIC

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA