

A12702

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

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

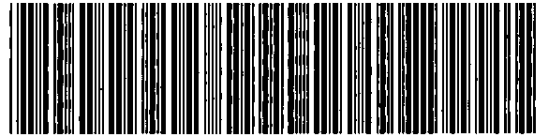
Special Instructions to Filing Officer:

**L. SELLERS**

DEC. -7 2009

**EXAMINER**

Office Use Only



900163085059

12/04/09--01027--015 \*\*420.00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

09 DEC -4 PM 8:29

FILED

**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  
laura.pippin@royal-american.com  
E-mail address: (to be used for future annual report notification)

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

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

THIS AMENDMENT is made and entered into as of the 3<sup>rd</sup> day of December, 2009, but is accepted by PINELAND APARTMENTS, LTD. as of July 1, 2009, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) ALBERT E. GORDON TRUST DATED 7/21/83, Glen Naroth, Trustee, (hereinafter referred to as the "Assignor"); and (iii) COUSINS, LLC, an Indiana limited liability company, (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 Acceptance, the Assignor 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 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 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.

09 DEC 4 PM 3:29  
SECRET  
TALLAHASSEE FLORIDA  
FILED

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.

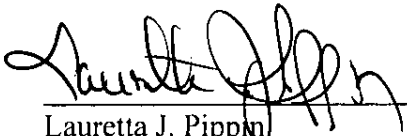
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.


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:

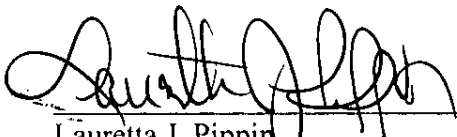
  
\_\_\_\_\_  
Laurretta J. Pippin  
Secretary

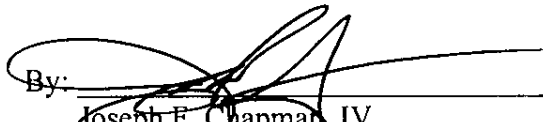
By:   
\_\_\_\_\_  
Joseph F. Chapman, IV  
Vice President

LIMITED PARTNERS:


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

ATTEST:

  
\_\_\_\_\_  
Laurretta J. Pippin  
Secretary

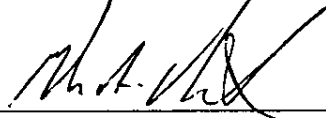
By:   
\_\_\_\_\_  
Joseph F. Chapman, IV  
Vice President

WITNESS:


  
\_\_\_\_\_  
NEUSAT CORNELIA

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNER:

ALBERT E. GORDON TRUST DATED 7/21/83

By:   
\_\_\_\_\_  
Glen Naroth, Trustee

WITNESS:

  
\_\_\_\_\_

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

COUSINS, LLC, an Indiana limited liability company

By:   
\_\_\_\_\_  
Gordon Miller, Manager

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%
Cousins, LLC	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%
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 3<sup>rd</sup> day of December, 2009 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 Kent  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_

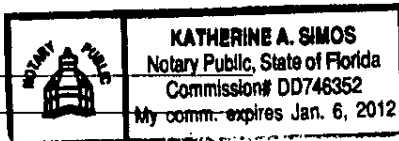


STATE OF FL        )  
  ) SS:  
COUNTY OF Lee     )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of September, 2009 by Glen Naroth, Trustee of Albert E. Gordon Trust Dated 7/21/83 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.

Katherine A. Simos  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_





STATE OF Indiana )  
 ) SS:  
COUNTY OF Boone )

The foregoing instrument was acknowledged before me this 14 day of September, 2009 by Gordon Miller, Manager of Cousins, LLC 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:

Teresa Marie Dub

Commission No:

584839

Expiring on:

4/13/2014

FILED  
09 DEC -4 PM 8:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA