

A12703

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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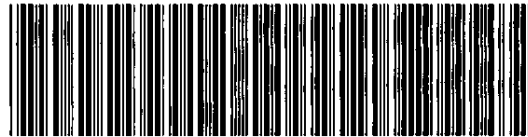
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FLORIDA

D. BRUCE

OCT 8 2010

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MURRAY HILL APARTMENTS, LTD. (DOC. NO. A12703)  
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)

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TALLAHASSEE, FLORIDA

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

AMENDMENT  
TO  
AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF

MURRAY HILL APARTMENTS, LTD.

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

THIS AMENDMENT is made and entered into as of the 19<sup>th</sup> day of August, 2010, but is accepted by MURRAY HILL APARTMENTS, LTD. as of January 1, 2010, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) THE ESTATE OF JAMES W. PONDER, III (hereinafter referred to as the "Assignor"); (iii) HELEN TRACY HESSER, as sole Trustee of The James W. Ponder, III Trust f/b/o Dustin Ponder dated March 31, 1976 (hereafter referred to as Assignee"); and (iv) HEATHER PONDER, (hereinafter referred to as "Assignee").

RECITALS:

A. MURRAY HILL 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, assigned Florida document number A12703, 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 2.375% interest as a Limited Partner of the Partnership to each Assignee, in equal interests of 1.1875% each. 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 each Assignee be substituted as Limited Partners of the Partnership to the extent of the 1.1875% limited partnership interest assigned to each 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 is hereby acknowledged, the undersigned parties agree and certify that the Limited Partnership Agreement and Certificate of Limited Partnership of MURRAY HILL 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.

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TALLAHASSEE, FLORIDA

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.

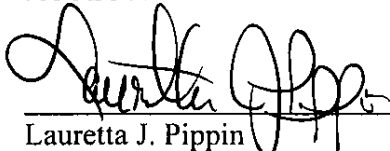
3. It is further provided and agreed that each Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 1.1875% limited partner interest assigned to each Assignee by the Assignor; (i) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (ii) 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 each Assignee to the extent of the 1.1875% limited partner interest assigned to each Assignee by the Assignor; and (iii) the execution of this Amendment by each Assignee shall constitute the agreements of each as Limited Partners, to all of the terms and provisions of the Partnership Agreement of the Partnership, as amended.

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

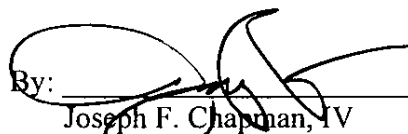
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

MANAGING GENERAL PARTNER:

ATTEST:

  
Laurretta J. Pippin  
Secretary


ROYAL AMERICAN DEVELOPMENT, INC.

By:   
Joseph F. Chapman, IV  
Vice President

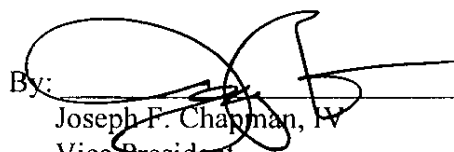
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LIMITED PARTNERS:

ATTEST:

  
Laurretta J. Pippin  
Secretary

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

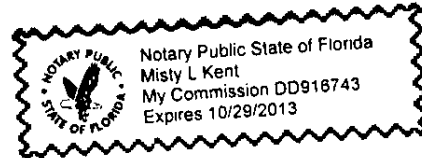
By:   
Joseph F. Chapman, IV  
Vice President

STATE OF FLORIDA       )  
COUNTY OF BAY        )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of October, 2010 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

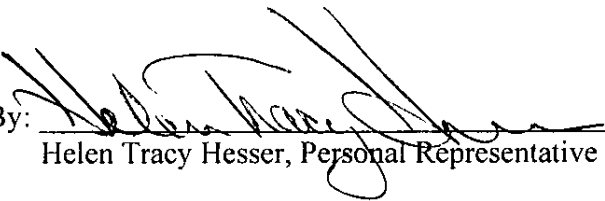
Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_



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TALLAHASSEE, FLORIDA

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNER:

ESTATE OF JAMES W. PONDER, III

By:   
Helen Tracy Hesser, Personal Representative


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Florida )  
COUNTY OF Sarasota ) SS:

The foregoing instrument was acknowledged before me this 19 day of August, 2010 by Helen Tracy Hesser as Personal Representative of the Estate of James W. Ponder, III, 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.

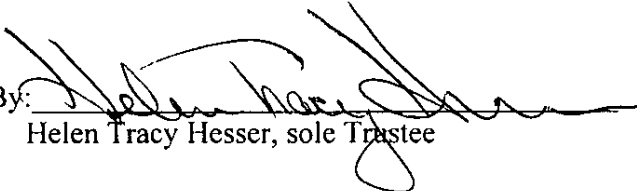
  
NOTARY PUBLIC

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

NOTARY PUBLIC-STATE OF FLORIDA  
 Cathy Long  
Commission #DD717591  
Expires: OCT. 30, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

JAMES W. PONDER, III TRUST F/B/O  
DUSTIN PONDER DATED MARCH 31, 1976

By:   
Helen Tracy Hesser, sole Trustee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Florida )  
COUNTY OF Sarasota ) SS:

The foregoing instrument was acknowledged before me this 19 day of August, 2010 by Helen Tracy Hesser, as sole Trustee of the James W. Ponder, III Trust f/b/o Dustin Ponder dated March 31, 1976, 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: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_

NOTARY PUBLIC-STATE OF FLORIDA  
Cathy Long  
Commission #DD717591  
Expires: OCT. 30, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

Heather L. Ponder  
Heather Ponder

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Florida )  
COUNTY OF Sarasota ) SS:

The foregoing instrument was acknowledged before me this 30 day of August, 2010 by Heather Ponder, 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.

Cathy Long  
NOTARY PUBLIC

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

NOTARY PUBLIC-STATE OF FLORIDA  
Cathy Long  
Commission #DD717591  
Expires: OCT. 30, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.



EXHIBIT A  
MURRAY HILL 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.	4.00%
Southern Coastal Mortgage Company	1.00%
<u>LIMITED PARTNERS:</u>	
Royal American Development, Inc.	2.375%
Dr. Conrado B. Abinoja	2.375%
Harry H. and Carrie E. Bash	1.1875%
Richard W. Basler	1.1875%
Robert J. Basler	2.375%
Timothy M. Biddle	2.375%
Dwayne Bird	2.375%
William R. and Annette Boling	2.375%
Les W. Burke	2.375%
Cousins, LLC	2.375%
Sandra G. Durrie	1.1875%
Jean R. Ehrhart	2.375%
Phillip R. Estipular	2.375%
Cyrus Farrehi, M.D.	4.75%
Ronald J. Flier	2.375%
Franklin and Mary H. Ford	2.375%
John M. Gooding	2.375%
Phillip W. Hadley, M.D.	2.375%
Robert L. and LaRue G. Hunter	4.75%
Dr. J. Marshall Jung	4.75%
Thomas N. and Toshiko Kovacevic	4.75%
Matthew N. and Betty Masem	2.375%
William D. McGovern	1.1875%
Estate of William J. Miller, Jr.	2.375%
Mary Kathryn Napp	2.375%
James W. Ponder, III Trust f/b/o Dustin Ponder	1.1875%
Heather Ponder	1.1875%
John R. Pope	2.375%

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EXHIBIT A (CONT.)

LIMITED PARTNERS

Kallambella C. Ramesh, M.D.	2.375%
James H. Riddle, Jr.	2.375%
John R. Ryan	2.375%
Robin Ould Rentsch	2.375%
Edwin H. and Mary L. Schmidt	2.375%
H. Albert and Catherine Silsby	2.375%
James E. Stevens, M.D.	2.375%
Carol E. Thompson Trust/Attn: Jan Holland	2.375%
Susan C. Thomson	2.375%
Thomas B. and N. Jean Trammell	2.375%
Edward J. Wucik	2.375%

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