

A13069

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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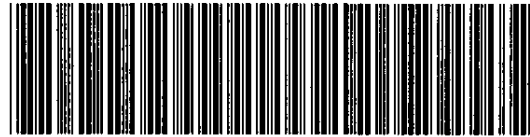
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

J. BRYAN

AUG -9 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wilson West Apartments, Ltd. Doc #A13069
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 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
AGREEMENT AND CERTIFICATE OF
LIMITED PARTNERSHIP
OF
WILSON WEST APARTMENTS, LTD.

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

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THIS AMENDMENT to the Agreement and Certificate of Limited Partnership of Wilson West Apartments, Ltd. (the "Partnership") is made and entered into as of the 30th day of December 2010, but is accepted by the Partnership as of February 25, 2010, by and between the undersigned parties, who by the execution of this Amendment agree to be bound by the terms, conditions and provisions of this Amendment.

RECITALS:

- A. The Partnership is a Florida limited partnership having filed its original Agreement and Certificate of Limited Partnership with the Florida Secretary of State on August 30, 1982, and assigned Florida document number A13069, (hereinafter referred to as the "Partnership Agreement").
- B. The parties hereto desire to amend the Partnership Agreement to reflect the withdrawal of NATHAN KRESTUL FAMILY TRUST and the withdrawal of JSA REALTY HOLDINGS, LLC (together, the "Assignors") and to reflect the transfer to ROYAL AMERICAN DEVELOPMENT, INC. of the entire right, title and interest in a 22.87% limited partner interest and the transfer to JOSEPH F. CHAPMAN, III 1993 TRUST of the entire right, title and interest in a 11.78% limited partner interest (together, the "Assignees").
- C. It is the desire of the parties that the Assignees be substituted as limited partners of the Partnership to the extent of the partnership interests assigned to each Assignee, and that pursuant to such desire, the Partnership Agreement be amended to reflect said substitution.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Agreement and Certificate of Limited Partnership of WILSON WEST APARTMENTS, LTD. is amended to provide as follows:

1. Schedule A of the Partnership Agreement is hereby amended to delete the present Schedule A and to insert in lieu thereof the Schedule A attached hereto and incorporated herein by this reference.

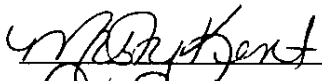
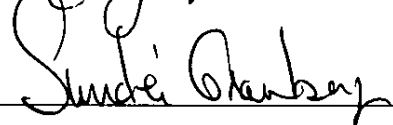
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2. The Assignors hereby withdraw from the Partnership. The Partnership hereby accepts such withdrawal, and Assignors shall hereafter cease to be partners of the Partnership.
3. It is provided and agreed that the Assignees shall be and hereby are substitute limited partners of the Partnership to the full extent of the limited partner interests assigned to each Assignee; (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 limited partner interests assigned; and (iii) the execution of this Amendment by each Assignee shall constitute the agreement of each Assignee 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, as amended, is ratified and affirmed in all respects.

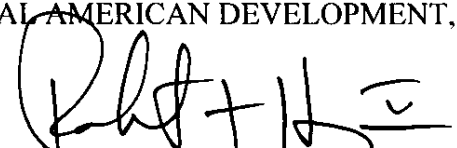
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

GENERAL PARTNERS:

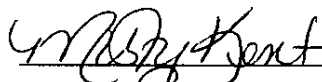
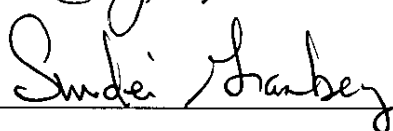
WITNESSES:

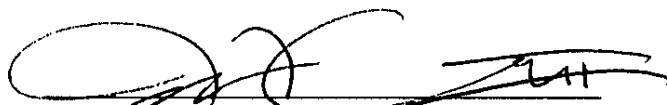



ROYAL AMERICAN DEVELOPMENT, INC.

By: 
Name: Robert F. Henry, III
Title: Vice President

WITNESSES:


Joseph F. Chapman, III

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ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

WITNESSES:

NATHAN KRESTUL FAMILY TRUST

By: Carolyn T. Krestul
Name: Carolyn T. Krestul
Title: Trustee

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

WITNESSES:

JSA REALTY HOLDINGS, LLC

Seanna Rivera

[Signature]

By: Jordan Ansbacher
Name: Jordan Ansbacher
Title: Managing Member

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ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

WITNESSES:

ROYAL AMERICAN DEVELOPMENT, INC.

Mary Kent
Sunde Branberg

By: Robert F. Henry, III
Name: Robert F. Henry, III
Title: Vice President

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

WITNESSES:

JOSEPH F. CHAPMAN, III 1993 TRUST

M. J. Kent
Sandra Granberg

By: Lauretta J. Pippin
Name: Lauretta J. Pippin
Title: Trustee

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SCHEDULE A
WILSON WEST APARTMENTS, LTD.
AGREEMENT AND CERTIFICATE
OF LIMITED PARTNERSHIP

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<u>Name and Address</u>	<u>Percentage of Partnership Interest</u>
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GENERAL PARTNERS:

Royal American Development, Inc.	1.00%
Joseph F. Chapman, III	1.00%

LIMITED PARTNERS:

Royal American Development, Inc.	76.87%
Joseph F. Chapman, III	9.00%
Joseph F. Chapman, III 1993 Trust	11.78%
Lawrence DuBow	.35%