



ROYAL AMERICAN MANAGEMENT, INC.
ROYAL AMERICAN DEVELOPMENT, INC.
ROYAL AMERICAN CONSTRUCTION CO., INC.

August 31, 2001

Florida Department of State
Division of Corporations
Partnership Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

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-09/04/01--01124--009
****210.00 ****105.00

RE: Bent Creek Apartments, Ltd. - Doc #A16462
Rocky Ridge Apartments, Ltd. - Doc #A14748

Gentlemen:

Enclosed is an original and one copy of the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership for each of the above referenced partnerships. Please file one copy and return one certified copy of each amendment to our office.

We are enclosing one check in the amount of \$210.00 to be applied as follows:

Certificates of Limited Partnership:

filing fee (2 @ \$52.50)	\$105.00
certified copy fee (2 @ \$52.50)	\$105.00

	\$210.00

If you should have any questions or require additional information, please do not hesitate to contact our office.

Thank you for your assistance in this regard.

Sincerely,

Laura Pippin

Enclosures: as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A16462
R

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
BENT CREEK APARTMENTS, LTD.

A. Name: BENT CREEK APARTMENTS, LTD.

B. Address: 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

C. Registered Agent: Robert F. Henry, III
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

D. General Partner: Royal American Development, Inc.
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

E. Mailing Address: 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

F. Latest Dissolution Date: December 31, 2020

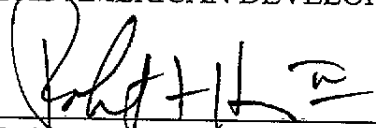
G. Date of Filing of
Original Certificate: February 21, 1984

H. Date of Amended
Certificate: July 9, 2001

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TALLAHASSEE, FLORIDA

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Bent Creek Apartments, Ltd., which is being filed contemporaneously with this Certificate of Amendment to Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.

By: 
Robert F. Henry, III
Vice President

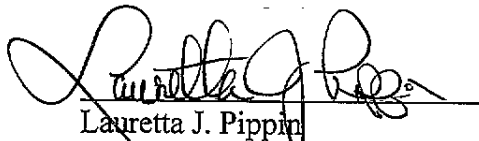
STATE OF FLORIDA
COUNTY OF BAY

I, Laurretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Robert F. Henry, III, personally appeared before me in said jurisdiction, and being personally well known to me and being by me first duly sworn, did depose and say that the facts set forth in the foregoing Certificate of Amendment to the Certificate of Limited Partnership are true and correct, and he acknowledged to me that he executed said certificate as his free act and deed.

Subscribed and sworn to before me on this 11 day of July, 2001.



LAURETTA J. PIPPIN
Notary Public, State of Florida
Commission No. CC 962572
My Commission Expires 8/27/04


Laurretta J. Pippin
Notary Public, State of Florida
Commission No. CC962572
My Commission Expires:
August 27, 2004

(Notary's Seal)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BENT CREEK APARTMENTS, LTD.

THIS AMENDMENT is made and entered into as of the 9th day of July, 2001, but is effective for all purposes as of January 1, 2001, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC. (hereinafter referred to as the "General Partner"); (ii) MARGARET B. BARGANIER, PERSONAL REPRESENTATIVE OF THE ESTATE OF FRANK E. BARGANIER, SR., (hereinafter referred to as the "Assignor"); and (iii) CHAPMAN ASSOCIATES, LTD., (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. BENT CREEK APARTMENTS, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership presently existing pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an Assignment and Assumption Agreement, the Assignor assigned and transferred its entire right, title and interest in a 9.048% 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 9.048% 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 BENT CREEK 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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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.

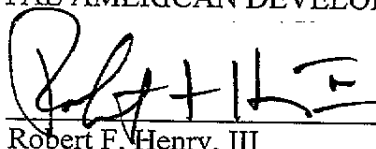
3. It is further provided and agreed that the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 9.048% limited partner interest assigned by the Assignor; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent 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 9.048% 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 Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

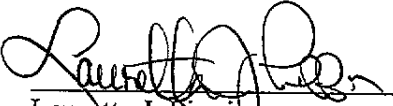
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

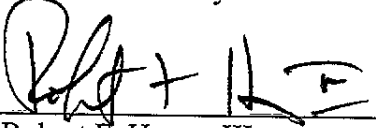
By: 
Robert F. Henry, III
Vice President

ATTEST:



Lauretta J. Pippin
Assistant Secretary

LIMITED PARTNERS:

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

By: 
Robert F. Henry, III
Vice President

ATTEST:


Lauretta J. Pippin
Assistant Secretary

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TALLAHASSEE
FLORIDA

ASSIGNOR:

WITNESS:

THE ESTATE OF FRANK E. BARGANIER, SR.

William Martin

By: Margaret B. Barganier
Margaret B. Barganier, Personal Representative

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

WITNESS:

CHAPMAN ASSOCIATES, LTD.

By: Southern Coastal Mortgage Company
Its General Partner

Raum Lopez

By: Robert F. Henry, III
Robert F. Henry, III
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

Royal American Development, Inc.	5.00%
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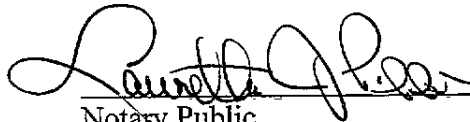
LIMITED PARTNERS:

Chapman Associates, Ltd.	22.618%
Tommy M. Cooley	9.048%
James W. DeRuiter, M.D.	9.048%
John M. Gooding	13.570%
Estate of Dr. Byron H. McCormick	4.524%
Jimmy T. Patronis	4.524%
C. Wes Pittman & Judy M. Pittman	4.524%
Palep N. Rao, M.D.	4.524%
Tim M. Smith, M.D.	9.048%
Marvin A. Urquhart, Jr.	9.048%
John Stephen Wilson, II	4.524%

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 11 day of July, 2001
by ROBERT F. HENRY, III, as the Vice President of Royal American Development, Inc. and as
President of Southern Coastal Mortgage Company, the General Partner of Chapman Associates, Ltd.
He is personally known to me or has provided _____ as identification.



Notary Public

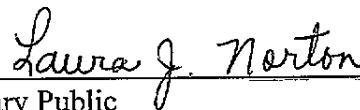
(Notarial Seal)



LAURETTA J. PIPPIN
Notary Public, State of Florida
Commission No. CC 962572
My Commission Expires 8/27/04

STATE OF ALABAMA
COUNTY OF BARBOUR

The foregoing instrument was acknowledged before me this 9 day of July, 2001
by MARGARET B. BARGANIER, as the Personal Representative of the Estate of Frank E.
Barganier, Sr. She is personally known to me or has provided AL DL # 7154260 as
identification.



Notary Public

(Notarial Seal)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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