

A19094

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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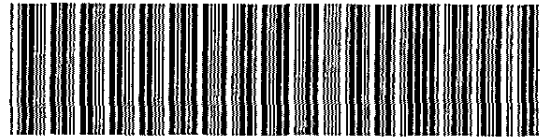
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

2-17-05

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KISSIMMEE RRH, LTD.

(Name of Limited Partnership)

DOCUMENT NUMBER: A19094

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

LAURA PIPPIN

(Name of Person)

ROYAL AMERICAN

(Firm/Company)

1002 W. 23RD ST., SUITE 400

(Address)

PANAMA CITY, FL 32405

(City/State and Zip Code)

For further information concerning this matter, please call:

LAURA PIPPIN

(Name of Person)

at (850) 914-3268

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee &
Certificate of Status

☒ \$105.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$113.75 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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05 FEB 15 AM 11:10
STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF FIRST AMENDMENT TO THE
SECOND AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE OF
LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
KISSIMMEE RRH, LTD.

A. Name: KISSIMMEE RRH, LTD.

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

C. Registered Agent: Laretta J. Pippin
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, 2039

G. Date of Filing of
Original Certificate: February 11, 1985

H. Date of Amended
Certificate: January 13, 2005

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STATE
TALLAHASSEE, FLORIDA

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the First Amendment to the Second Amended and Restated Agreement and Certificate of Limited Partnership of Kissimmee RRH, 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: 
Joseph F. Chapman, IV
President

- 2 -

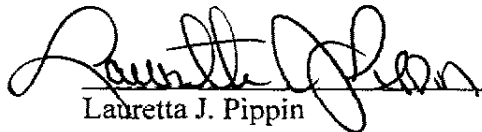
STATE OF FLORIDA
COUNTY OF BAY

I, Laurretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Joseph F. Chapman, IV, 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 instrument 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 1st day of Feb, 2005.



Laurretta J. Pippin
My Commission DD339079
Expires August 27 2008


Laurretta J. Pippin
Notary Public, State of Florida

(Notary's Seal)

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SEALING & STATE
TALLAHASSEE, FLORIDA

FIRST AMENDMENT TO THE
SECOND AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
KISSIMMEE RRH, LTD.

THIS FIRST AMENDMENT to the Second Amended and Restated Agreement and Certificate of Limited Partnership is made and entered into as of the 13th day of JANUARY, 2005, but is effective for all purposes as of January 1, 2004, by and between the undersigned parties, who by the execution of this First Amendment agree to be bound by the terms, conditions and provisions of this Amendment.

RECITALS:

A. KISSIMMEE RRH, LTD. ("Partnership") is a Florida limited partnership presently existing pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership, as amended and restated ("Partnership Agreement").

B. In accordance with that certain Transfer Agreement dated March 7, 2003 and Notice of Determination to Exercise Right to Put Investor Limited Partner Interest dated January 1, 2004, the parties hereto desire to amend the Partnership Agreement to reflect the transfer to GD SERVICES, INC., ("Assignee") of the entire right, title and interest in the Investor Limited Partner interest owned by BOSTON FINANCIAL INSTITUTIONAL TAX CREDITS, a Limited Partnership ("BFITC"), and the entire, right, title and interest in the Special Limited Partner interest owned by SLP 90, INC. ("SLP").

C. It is the desire of the parties that the Assignee be substituted as an Investor Limited Partner and a Special Limited Partner of the Partnership to the extent of the partnership interests assigned to the 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 Second Amended and Restated Agreement and Certificate of Limited Partnership of KISSIMMEE RRH, 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.

2. BFITC and SLP each hereby withdraw as partners of the partnership. The Partnership hereby accepts such withdrawal, and BFITC and SLP shall hereafter cease to be partners of the Partnership.

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TALLAHASSEE, FLORIDA

3. It is further provided and agreed that the Assignee shall be and hereby is a substitute Investor Limited Partner and a substitute Special Limited Partner of the Partnership to the full extent of the limited partner interests assigned to the Assignee; (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 limited partner interests assigned; and (iv) the execution of this Amendment by the Assignee shall constitute the agreement of the Assignee as an Investor Limited Partner and as a Special 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, as amended and restated, 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:

Joseph F. Chapman, IV
President

WITHDRAWING INVESTOR
LIMITED PARTNER AND WITHDRAWING
SPECIAL LIMITED PARTNER:

BOSTON FINANCIAL INSTITUTIONAL TAX
CREDITS, a Limited Partnership, and SLP 90, INC.
By: Royal American Development, Inc.,
Pursuant to Power of Attorney

By:

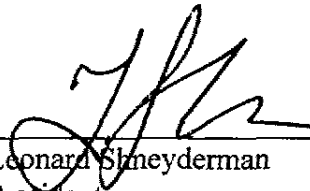
Joseph F. Chapman, IV
President

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CLERK OF DISTRICT COURT
MILWAUKEE, WISCONSIN

ASSIGNEE AND SUBSTITUTE
INVESTOR LIMITED PARTNER AND
SUBSTITUTE SPECIAL LIMITED PARTNER:

GD SERVICES, INC.

By: _____


Leonard Shneyderman
President

1-13-05

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SEAL STATE
TALLAHASSEE, FLORIDA

SCHEDULE A
KISSIMMEE RRH, LTD.
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

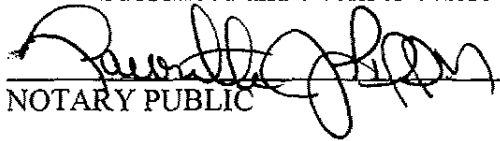
<u>Name and Address</u>	<u>Percentage of Partnership Interest for Class</u>
<u>GENERAL PARTNER:</u>	
Royal American Development, Inc. 1002 W. 23 rd Street, Suite 400 Panama City, FL 32405	100.00%
<u>SPECIAL LIMITED PARTNER:</u>	
GD Services, Inc. 3142 Corte Hermosa Newport Beach, CA 92660	100.00%
<u>INVESTOR LIMITED PARTNER:</u>	
GD Services, Inc. 3142 Corte Hermosa Newport Beach, CA 92660	100.00%

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

Personally appeared before me, a notary public in and for said county and state, JOSEPH F. CHAPMAN, IV, as President of ROYAL AMERICAN DEVELOPMENT, INC., with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that ROYAL AMERICAN DEVELOPMENT, INC. is a party to the foregoing and annexed First Amendment to the Second Amended and Restated Agreement and Certificate of Limited Partnership of KISSIMMEE RRH, LTD., and that the facts relating to the said ROYAL AMERICAN DEVELOPMENT, INC. set forth in said Amendment are true and correct, and the said JOSEPH F. CHAPMAN, IV, on behalf of ROYAL AMERICAN DEVELOPMENT, INC., acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 14 day of Feb, 2005.


NOTARY PUBLIC



Launetta J Pippin
My Commission DD339079
Expires August 27 2006

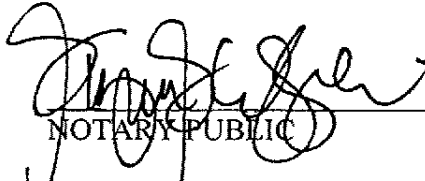
Printed Name: _____
Commission No.: _____
Expiring on: _____

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TALLAHASSEE, FLORIDA

STATE OF California)
) SS:
COUNTY OF Orange)

Personally appeared before me, a notary public in and for said county and state, do hereby certify that LEONARD SHNEYDERMAN, as President of GD SERVICES, INC., with whom I am personally acquainted or who has provided Driver's License as satisfactory identification, and who has acknowledged that GD SERVICES, INC. is a party to the foregoing and annexed First Amendment to the Second Amended and Restated Agreement and Certificate of Limited Partnership of KISSIMMEE RRH, LTD., and that the facts relating to GD SERVICES, INC. set forth in said Amendment are true and correct, and the said LEONARD SHNEYDERMAN on behalf of GD SERVICES, INC. acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 13 day of January, 2005.



NOTARY PUBLIC

Printed Name: Suzanne Sheffield
Commission No.: 1479859
Expiring on: March 30, 2008



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA