

A 20348

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(Address)

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(City/State/Zip/Phone #)

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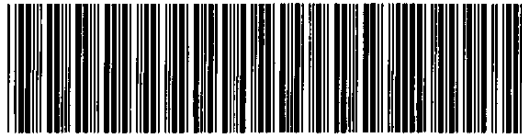
(Business Entity Name)

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GREENBRIAR VILLA APARTMENTS, LTD. DOC NO. A20348
(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)

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

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SECOND AMENDMENT TO THE
SECOND AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREENBRIAR VILLA APARTMENTS, LTD.

THIS SECOND AMENDMENT to the Second Amended and Restated Agreement and Certificate of Limited Partnership is made and entered into as of the 14 day of November, 2007, but is accepted by GREENBRIAR VILLA APARTMENTS, LTD. ("Partnership") as of January 1, 2007, by and between the undersigned parties, who by the execution of this Second 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 Certificate and Agreement of Limited Partnership with the Florida Secretary of State on July 15, 1985, and is presently existing pursuant to a Second Amended and Restated Agreement and Certificate of Limited Partnership (hereinafter referred to as the "Partnership Agreement") filed on September 27, 1990.

B. The parties hereto desire to amend the Partnership Agreement to reflect the transfer to TIGERLILAC LLC, ("Assignee") of the entire right, title and interest in the Investor Limited Partner and Special Limited Partner interests.

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 GREENBRIAR VILLA 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.

2. It is 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.

3. 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
Vice President

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

TIGERLILAC LLC

By: 

Name: Paul Corrigan
Its: 2007 NOV 22 12:00

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SCHEDULE A
GREENBRIAR VILLA APARTMENTS, 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>	
Tigerlilac LLC 5 Moon Hill Road Lexington, MA 02421	100.00%
<u>INVESTOR LIMITED PARTNER:</u>	
Tigerlilac LLC 5 Moon Hill Road Lexington, MA 02421	100.00%

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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 Vice 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 instrument.

Subscribed and sworn to before me on this 14 day of NOV, 2007.


NOTARY PUBLIC



Laurretta J Pippin
My Commission DD339079
Expires August 27 2008

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

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STATE OF MA)
COUNTY OF Middlesex) SS:

Personally appeared before me, a notary public in and for said county and state, do hereby certify that Paul Corrigan, as duly authorized of TIGERLILAC, LLC, with whom I am personally acquainted or who has provided MA license as satisfactory identification, and who has acknowledged that TIGERLILAC, LLC is a party to the foregoing instrument.

Subscribed and sworn to before me on this 24 day of October, 2007.

Lisa Maguire
NOTARY PUBLIC

Printed Name: Lisa Maguire
Commission No.:
Expiring on: August 1, 2014

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