

A200348

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

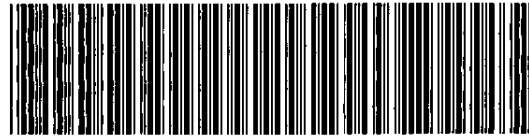
(Document Number)

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

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**L. SELLERS**  
DEC - 2 2010  
**EXAMINER**

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**FILED**  
10 DEC - 1 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GREENBRIAR VILLA APARTMENTS, LTD. DOC #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

laura.pippin@royal-american.com

E-mail address: (to be used for future annual report notification)

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

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

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

THIS THIRD AMENDMENT to the Second Amended and Restated Agreement and Certificate of Limited Partnership of Greenbriar Villa Apartments, Ltd. is made and entered into as of the 9th day of November 2010, by and between the undersigned parties, who by the execution of this Third 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, assigned Florida document number A20348, 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 withdrawal of TIGERLILAC, LLC ("Assignor") and to reflect the transfer to PFP HOLDINGS, INC. ("Assignee" or "PFP") of the entire right, title and interest in the Investor Limited Partner interest and the transfer to ROYAL AMERICAN DEVELOPMENT, INC. ("Assignee" or "RAD") of the entire right, title and interest in the Special Limited Partner interest.
- C. It is the desire of the parties that PFP be substituted as an Investor Limited Partner of the Partnership and that RAD be substituted as a Special Limited Partner 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 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. The Assignor hereby withdraws from the Partnership. The Partnership hereby accepts such withdrawal, and Assignor shall hereafter cease to be a partner of the Partnership.

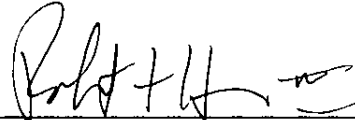
3. It is provided and agreed that PFP shall be and hereby is a substitute Investor Limited Partner of the Partnership and that RAD shall be and hereby is a substitute Special Limited Partner of the Partnership to the full extent of the limited partner interests assigned to each Assignee; (ii) the signing 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 each Assignee to the extent of the limited partner interests assigned; and (iv) the execution of this Amendment by each Assignee shall constitute the agreement of each Assignee 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: 

Name: Robert F. Henry, III

Title: Vice President

FILED  
19 DEC - 1 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ASSIGNOR AND WITHDRAWING INVESTOR  
LIMITED PARTNER AND WITHDRAWING  
SPECIAL LIMITED PARTNER:  
TIGERLILAC, LLC

By: \_\_\_\_\_

Name:

Title

2. The Assignor hereby withdraws from the Partnership. The Partnership hereby accepts such withdrawal, and Assignor shall hereafter cease to be a partner of the Partnership.

3. It is provided and agreed that PFP shall be and hereby is a substitute Investor Limited Partner of the Partnership and that RAD shall be and hereby is a substitute Special Limited Partner of the Partnership to the full extent of the limited partner interests assigned to each 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 each Assignee to the extent of the limited partner interests assigned; and (iv) the execution of this Amendment by each Assignee shall constitute the agreement of each Assignee to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

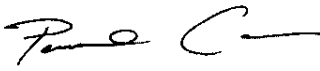
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IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

GENERAL PARTNER:  
ROYAL AMERICAN DEVELOPMENT, INC.

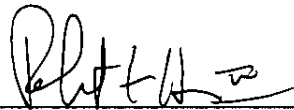
By: \_\_\_\_\_  
Name: Robert F. Henry, III  
Title: Vice President

ASSIGNOR AND WITHDRAWING INVESTOR  
LIMITED PARTNER AND WITHDRAWING  
SPECIAL LIMITED PARTNER:  
TIGERLILAC, LLC

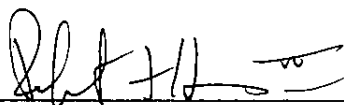
By:   
Name: Paul Corrigan  
Title: Managing Member



ASSIGNEE AND SUBSTITUTE  
INVESTOR LIMITED PARTNER:  
PFP HOLDINGS, INC.

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

ASSIGNEE AND SUBSTITUTE  
SPECIAL LIMITED PARTNER:  
ROYAL AMERICAN DEVELOPMENT, INC.

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

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>
GENERAL PARTNER: Royal American Development, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	100.00%
SPECIAL LIMITED PARTNER: Royal American Development, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	100.00%
INVESTOR LIMITED PARTNER: PFP Holdings, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	100.00%