

A21228

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

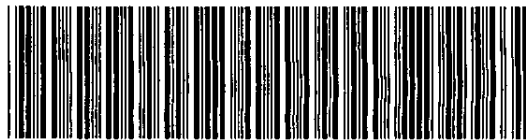
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Blairstone Apartments, Ltd. - Doc #A21228
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@royalamerican.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Laura Pippin at (850) 769-8981
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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TALLAHASSEE, FLORIDA

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THIRD AMENDMENT TO
SECOND AMENDED AND RESTATED
LIMITED PARTNERSHIP AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
BLAIRSTONE APARTMENTS, LTD.
[Pursuant to the provisions of Section 620.1202, Florida Statutes]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS THIRD AMENDMENT is entered into December 31, 2012, by and between (i) ITC HOLDINGS, INC., (hereinafter referred to as the "Managing General Partner"); (ii) JOSEPH F. CHAPMAN, III (hereinafter referred to as the "Assignor"); and (iii) JOSEPH F. CHAPMAN, III AND WIFE, JEANNETTE B. CHAPMAN (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. BLAIRSTONE APARTMENTS, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership having filed its original Certificate and Agreement of Limited Partnership with the Florida Secretary of State on November 13, 1985, assigned Florida Document number A21228, and is presently existing pursuant to a Second Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership (hereinafter referred to as the "Partnership Agreement") filed on June 12, 1986.

B. Pursuant to an Agreement of Assignment and Acceptance, the Assignor assigned and transferred the entire right, title and interest in a 47% interest as a Limited Partner of the Partnership to the Assignee. As a consequence of such sale, 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 47% 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 Partnership Agreement of BLAIRSTONE 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.

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 47% limited partner interest assigned by the Assignor; (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 the Assignee to the extent of the 47% limited partner interest assigned by the Assignor; and (iii) 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 Partnership Agreement of the Partnership, as amended.

4. Except as hereby amended, the Partnership Agreement 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.

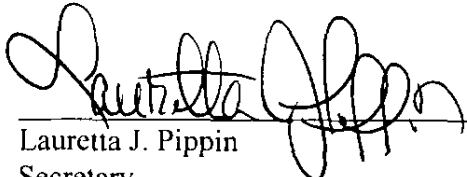
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TALLAHASSEE, FLORIDA
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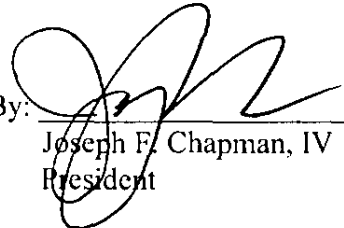
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MANAGING GENERAL PARTNER:

ITC HOLDINGS, INC.

ATTEST:

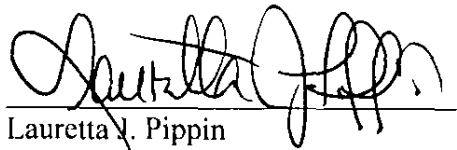

Laurretta J. Pippin
Secretary

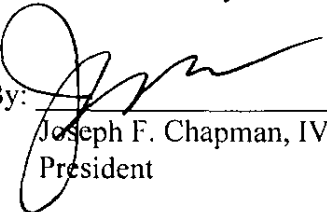
By: 
Joseph F. Chapman, IV
President

LIMITED PARTNERS:

BY: ITC HOLDINGS, INC.,
General Partner, Pursuant to
Power of Attorney

ATTEST:


Laurretta J. Pippin
Secretary

By: 
Joseph F. Chapman, IV
President

WITNESS:

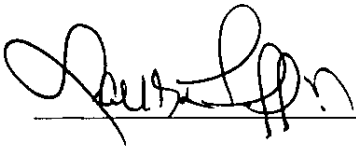


ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

*Joseph F. Chapman, III
by Jeannette B. Chapman,
his Attorney-in-Fact*

Joseph F. Chapman, III
by Jeannette B. Chapman, his Attorney-In-Fact

WITNESS

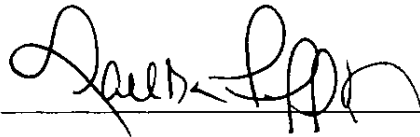


ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

JOSEPH F. CHAPMAN, III AND WIFE,
JEANNETTE B. CHAPMAN

*Joseph F. Chapman, III
by Jeannette B. Chapman,
his Attorney-in-Fact*

Joseph F. Chapman, III
by Jeannette B. Chapman, his Attorney-In-Fact



Jeannette B. Chapman

Jeannette B. Chapman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc. 1002 W. 23 rd Street, Suite 400 Panama City, FL 32405	5.00%
ITC Holdings, Inc. 1002 W. 23 rd Street, Suite 400 Panama City, FL 32405	1.00%
<u>LIMITED PARTNERS:</u>	
Joseph F. Chapman, III and wife, Jeannette B. Chapman 1002 W. 23 rd Street, Suite 400 Panama City, FL 32405	47.00%
Lishil Enterprises Limited Partnership C/O Dr. Hilary L. Reich 308 E. 72 nd Street, Apt. 7C New York, NY 10021	47.00%

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31 day of Dec, 2012 by Joseph F. Chapman, IV, who is () personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.

Misty L Kent
NOTARY PUBLIC

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

Notary Public State of Florida
Misty L Kent
M, Commission DD4111-4
Expires 10/04/2013

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31 day of Dec, 2012 by Jeannette B. Chapman, who is () personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.

Misty L Kent
NOTARY PUBLIC

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

Notary Public State of Florida
Misty L Kent
M, Commission DD4111-4
Expires 10/04/2013