

A 21228

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(Address)

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2013 SEP 23 PM 2:00  
SEAL COUNTY CLERK  
TALLAHASSEE, FLORIDA

SEP 24 2013

T. HAMPTON

**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

FOURTH 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]

FILED  
2013 SEP 23 PM 2:08  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

THIS FOURTH AMENDMENT to the Second Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of Blairstone Apartments, Ltd. (the "Amendment") is entered into September 9, 2013, by and between the undersigned parties, who by the execution of this Amendment agree to be bound by the terms, conditions and provisions of this Amendment.

RECITALS:

A. BLAIRSTONE APARTMENTS, LTD. (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 and assigned Florida document number A21228, and is presently existing pursuant to a Second Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership filed on June 12, 1986, as amended (hereinafter referred to as the "Partnership Agreement").

B. As of the date hereof, ROYAL AMERICAN DEVELOPMENT, INC. ("RAD") desires to convert its 5.00% interest as a General Partner of the Partnership into a 5.00% Limited Partner Interest so that it will cease to be a General Partner of the Partnership.

C. It is the desire of the parties that the conversion of partnership interest referred to in paragraph B above be effected, and that, pursuant to such desire, the Partnership Agreement be amended to reflect such conversion and the withdrawal of RAD as a General 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. 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.

2. RAD hereby withdraws as a General Partner of the Partnership. The Partnership hereby accepts such withdrawal, and RAD shall hereafter cease to be a General Partner of the Partnership.

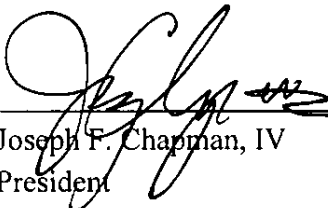
3. It is further provided and agreed that (i) RAD shall be and hereby is a substituted Limited Partner of the Partnership to the full extent of the 5.00% general partner interest converted into a Limited Partner Interest in the Partnership; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said conversation; (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 RAD to the extent of the general partner interest converted into a Limited Partner Interest; and (iv) the execution of this Amendment by RAD shall constitute its agreement 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, as amended, is ratified and affirmed in all respects.

IN WITNESS WHEREOF, the parties have hereunto affixed their signatures and seals as of the day and year first above written.

GENERAL PARTNER:

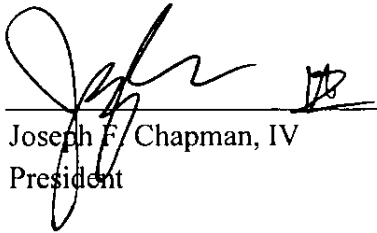
ITC HOLDINGS, INC.

By:   
Joseph F. Chapman, IV  
President

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2013 SEP 23 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

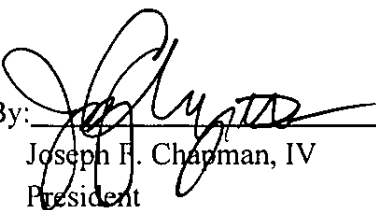
LIMITED PARTNERS:

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

By:   
\_\_\_\_\_  
Joseph F. Chapman, IV  
President

CONVERTING AND WITHDRAWING  
GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

By:   
\_\_\_\_\_  
Joseph F. Chapman, IV  
President

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TALLAHASSEE, FLORIDA

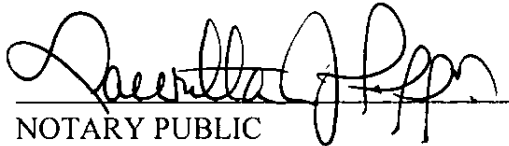
EXHIBIT A  
BLAIRSTONE APARTMENTS, LTD.  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP

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

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of September, 2013 by Joseph F. Chapman, IV, who is (X) personally known to me or who has ( ) produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.

  
NOTARY PUBLIC



LAURETTA J PIPPIN  
MY COMMISSION # EE 215906  
EXPIRES: August 27, 2016  
Bonded Thru Budget Notary Services

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA