

# A25568

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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

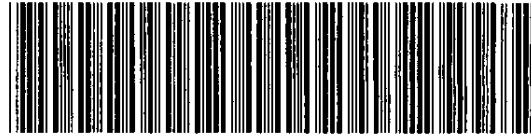
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TALLAHASSEE, FLORIDA

N. Cuffigan MAR 12 2013

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Blairstone Apartments, Phase II, Ltd. - Doc #A25568  
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

Name of Contact Person

at ( 850 ) 769-8981

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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2013 MAR -8 AM 11: 59

SECOND AMENDMENT TO  
AMENDED AND RESTATED  
LIMITED PARTNERSHIP AGREEMENT  
AND CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BLAIRSTONE APARTMENTS, PHASE II, LTD.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

THIS SECOND 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, PHASE II, 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 December 8, 1987, assigned Florida Document number A25568, and is presently existing pursuant to an Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership (hereinafter referred to as the "Partnership Agreement") filed on February 2, 1989.

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, PHASE II, 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.

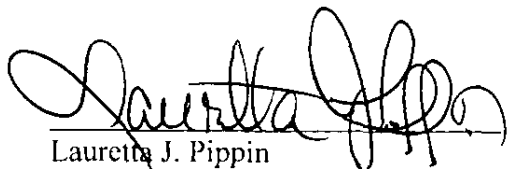
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.

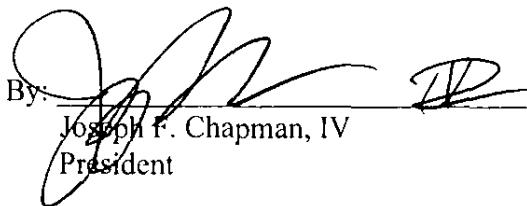
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

MANAGING GENERAL PARTNER:

ATTEST:

ITC HOLDINGS, INC.


  
Lauretta J. Pippin  
Secretary

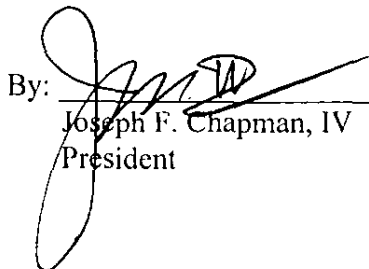
By:   
Joseph F. Chapman, IV  
President

LIMITED PARTNERS:

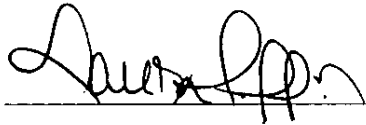
ATTEST:

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


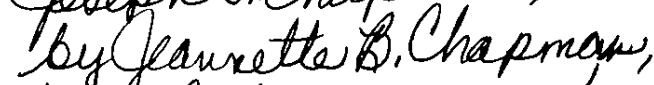
  
Lauretta J. Pippin  
Secretary

By:   
Joseph F. Chapman, IV  
President

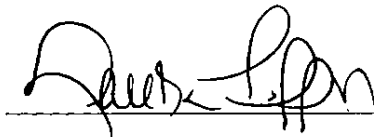
WITNESS:

\_\_\_\_\_

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNER:

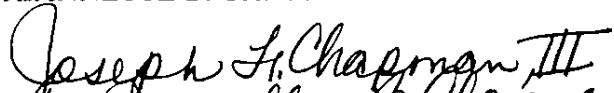
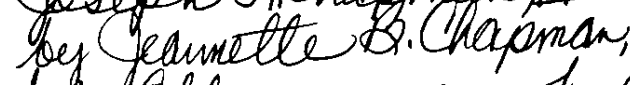
  
by ,  
his Attorney-In-Fact  
\_\_\_\_\_  
Joseph F. Chapman, III  
by Jeannette B. Chapman, his Attorney-In-Fact

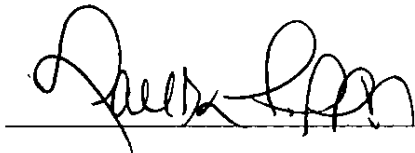
WITNESS

\_\_\_\_\_

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

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

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

\_\_\_\_\_

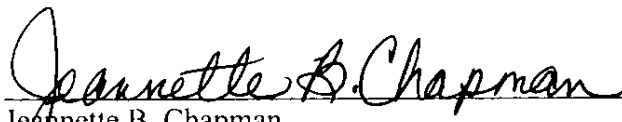
  
\_\_\_\_\_  
Jeannette B. Chapman

EXHIBIT A  
BLAIRSTONE APARTMENTS, PHASE II, 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 <sup>rd</sup> Street, Suite 400 Panama City, FL 32405	5.00%
ITC Holdings, Inc. 1002 W. 23 <sup>rd</sup> 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 <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%

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: \_\_\_\_\_

FILED  
2013 MAR -8 AM 11:59  
SHERIFF'S OFFICE 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: \_\_\_\_\_

