

A25568

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800251821088

09/23/13--01058--006 **105.00

FILED

2013 SEP 23 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 24 2013

T. HAMPTON

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 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

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

FILED
2013 SEP 23 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS THIRD AMENDMENT to the 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, PHASE II, 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 December 8, 1987 and assigned Florida document number A25568, and is presently existing pursuant to an Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership filed on February 2, 1989, 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, PHASE II, 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.

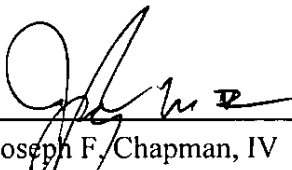
3. It is further provided and agreed that (i) RAD shall be and hereby is a substituted Limited Partner of the Partnership to the full extent of the 5.00% general partner interest converted into a Limited Partner Interest in the Partnership; (ii) the signing of this Amendment by the parties hereto does 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:

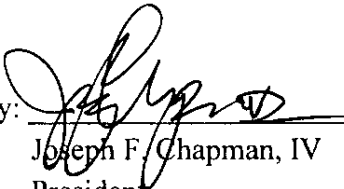
ITC HOLDINGS, INC.

By: 
Joseph F. Chapman, IV
President

2013 SEP 23 PM 1:59
FILED
TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

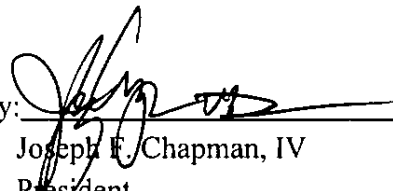
BY: ITC HOLDINGS, INC.,
General Partner, Pursuant to
Power of Attorney

By: 

Joseph F. Chapman, IV
President

CONVERTING AND WITHDRAWING
GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

By: 

Joseph F. Chapman, IV
President

FILED

2013 SEP 23 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 PARTNER:</u>	
ITC Holdings, Inc. 1002 W. 23 rd Street, Suite 400 Panama City, FL 32405	1.00%
<u>LIMITED PARTNERS:</u>	
Royal American Development, Inc. 1002 W. 23 rd Street, Suite 400 Panama City, FL 32405	5.00%
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%

FILED
2013 SEP 23 PM 1:59
SEGE MARY W. CLARK
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: _____

FILED
2013 SEP 23 PM 1:59
TALLAHASSEE, FLORIDA