

#A26107

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(Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
SEP 11 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Ridge at Mt. Dora Apartments, Ltd. A26107

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)

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

FIRST AMENDMENT TO THE
AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE RIDGE AT MT. DORA APARTMENTS, LTD.
[Pursuant to the provisions of Section 620.1202, Florida Statutes]

FILED
12 SEP 10 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS FIRST AMENDMENT to the Amended and Restated Agreement and Certificate of Limited Partnership is entered into this 22nd day of December, 2011, by and between the undersigned parties, who by the execution of this First Amendment agree to be bound by the terms, conditions and provisions of this Amendment.

RECITALS:

A. THE RIDGE AT MT. DORA APARTMENTS, LTD., (hereinafter referred to as the "Partnership") is a Florida limited partnership having filed its original Limited Partnership Agreement and Certificate of Limited Partnership with the Florida Secretary of State on March 17, 1988, assigned Florida Document number A26107, and is presently existing pursuant to an Amended and Restated Agreement and Certificate of Limited Partnership (hereinafter referred to as the "Partnership Agreement") filed on November 8, 1989.

B. In accordance with that certain Assignment, Assumption, Withdrawal and Release Agreement dated December 22, 2011, the parties hereto desire to amend the Partnership Agreement to reflect the transfer to JBC OF PANAMA CITY, INC., ("Assignee") of the entire right, title and interest in the Investor Partner interest owned by THE RIDGE AT MT. DORA ASSOCIATES, L.P., a Limited Partnership ("Assignor").

C. It is the desire of the parties that the Assignee be substituted as an Investor Partner of the Partnership to the extent of the partnership interest assigned to the 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 Amended and Restated Agreement and Certificate of Limited Partnership of THE RIDGE AT MT. DORA 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. Assignor hereby withdraws as a partner of the partnership. The Partnership hereby accepts such withdrawal, and Assignor shall hereafter cease to be a partner of the Partnership.

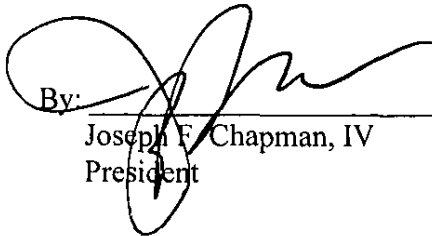
3. It is further provided and agreed that the Assignee shall be and hereby is a substitute Investor Partner of the Partnership to the full extent of the limited partner interest assigned to the Assignee; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (iii) any present or future references to the terms "Partner(s)", "Limited Partner(s)" or "Investor Partner" by the Partnership Agreement, or any amendment thereto, shall be deemed to include the Assignee to the extent of the limited partner interest assigned; and (iv) the execution of this Amendment by the Assignee shall constitute the agreement of the Assignee as an Investor Partner, to all of the terms and provisions of the Partnership Agreement, as amended.

4. Except as hereby amended, the Partnership Agreement, 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.

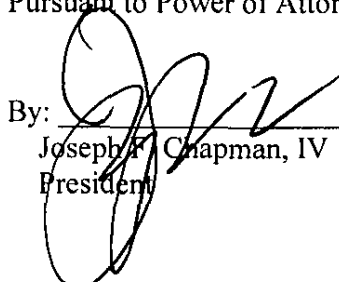
GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.,
a Florida corporation

By:  _____
Joseph F. Chapman, IV
President

WITHDRAWING INVESTOR PARTNER:

THE RIDGE AT MT. DORA ASSOCIATES, L.P., a
District of Columbia limited partnership
By: Royal American Development, Inc.,
Pursuant to Power of Attorney

By:  _____
Joseph F. Chapman, IV
President

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ASSIGNEE AND SUBSTITUTE
INVESTOR PARTNER

JBC OF PANAMA CITY, INC., a Florida
corporation

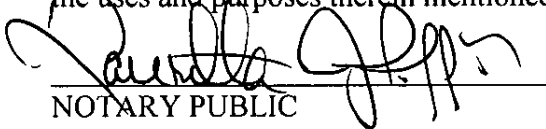
By: Jeannette B. Chapman
Jeannette B. Chapman
President

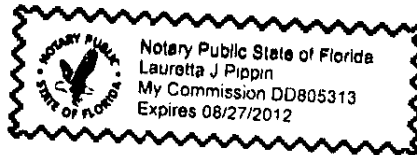
SCHEDULE A
THE RIDGE AT MT. DORA APARTMENTS, LTD.
AGREEMENT AND CERTIFICATE
OF LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>% Interest In Capital</u>	<u>% Interest In Profits And Losses</u>
<u>GENERAL PARTNER:</u>		
Royal American Development, Inc. 1002 W. 23 rd Street, Suite 400 Panama City, FL 32405	5.0%	1.0%
<u>LIMITED PARTNER:</u>		
JBC of Panama City, Inc. 1002 W. 23 rd Street, Suite 400 Panama City, FL 32405	95.0%	99.0%

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22nd day of Dec., 2011 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.

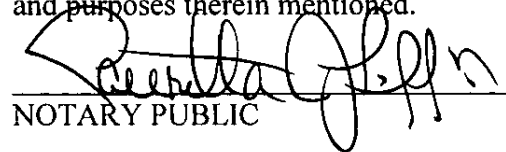

NOTARY PUBLIC

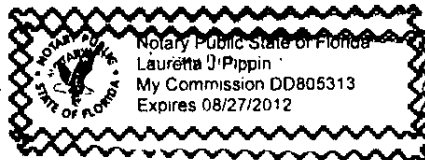


Printed Name: _____
Commission No.: _____
Expiring on: _____

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22nd day of Dec., 2011 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.


NOTARY PUBLIC



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