

A93000000616

(Requestor's Name)

(Address)

(Address)

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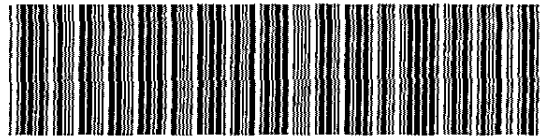
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

A93-616

5/23/05

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Resort Hospitality Enterprises, Ltd.  
(Name of Limited Partnership)

**DOCUMENT NUMBER:** A93000000616

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Laura Pippin

(Name of Person)

Royal American

(Firm/Company)

1002 W. 23rd St., Suite 400

(Address)

Panama City, FL 32405

(City/State and Zip Code)

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For further information concerning this matter, please call:

Laura Pippin

(Name of Person)

at ( 850 ) 914-3268

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee &  
Certificate of Status

☒ \$105.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$113.75 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

CERTIFICATE OF AMENDMENT TO  
FIRST AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
PURSUANT TO FLORIDA STATUTES 620.109  
OF  
RESORT HOSPITALITY ENTERPRISES, LTD.

A. Name: RESORT HOSPITALITY ENTERPRISES, LTD.

B. Address: 1002 W. 23rd Street, Suite 400  
Panama City, Florida 32405

C. Registered Agent: Lauretta J. Pippin  
1002 W. 23rd Street, Suite 400  
Panama City, Florida 32405

D. General Partner: Royal American Development, Inc. 598918  
1002 W. 23rd Street, Suite 400  
Panama City, Florida 32405

E. Mailing Address: 1002 W. 23rd Street, Suite 400  
Panama City, Florida 32405

F. Latest Dissolution Date: December 31, 2043

G. Date of Filing of  
Original Certificate: June 11, 1993

H. Date of Amended  
Certificate: April 1, 2005

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TALLAHASSEE, FLORIDA

Additional terms of the Fifth Amendment to the First Amended and Restated Certificate of Limited Partnership are set forth in the Fifth Amendment to the First Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of Resort Hospitality Enterprises, Ltd., which is being filed contemporaneously with this Certificate of Amendment to the First Amended and Restated Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

GENERAL PARTNER:  
ROYAL AMERICAN DEVELOPMENT, INC.

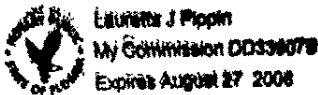
By: \_\_\_\_\_

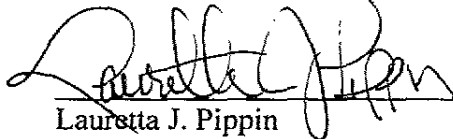
Joseph F. Chapman, IV  
President

STATE OF FLORIDA  
COUNTY OF BAY

I, Laretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Joseph F. Chapman, IV, personally appeared before me in said jurisdiction, and being personally well known to me and being by me first duly sworn, did depose and say that the facts set forth in the foregoing instrument are true and correct, and he acknowledged to me that he executed said certificate as his free act and deed.

Subscribed and sworn to before me on this 1 day of April, 2005.



  
Laretta J. Pippin  
Notary Public, State of Florida

(Notary's Seal)

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05 MAY 24 PM 2:49  
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TALLAHASSEE, FLORIDA

FIFTH AMENDMENT TO  
FIRST AMENDED AND RESTATED  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RESORT HOSPITALITY ENTERPRISES, LTD.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS FIFTH AMENDMENT to the First Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership (the "Amendment") is made and entered into as of the 1st day of April, 2005, by and among the undersigned parties.

RECITALS:

A. RESORT HOSPITALITY ENTERPRISES, LTD. (the "Partnership") is a Florida limited partnership presently existing pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership filed on June 11, 1993 (the "Original Certificate"). The Original Certificate was amended and restated pursuant to an Amended and Restated Agreement and Certificate of Limited Partnership filed on February 14, 1994 (the "Agreement and Certificate"). The Agreement and Certificate have been amended pursuant to a First Amendment dated January 1, 1994, a Second Amendment dated October 1, 1994, a Third Amendment dated November 11, 1996, and a Fourth Amendment dated March 22, 2001.

B. Pursuant to an Agreement of Assignment, Royal American Hospitality, Inc. (the "Assignor") assigned and transferred its right, title and interest in a 1.00% interest as a General Partner of the Partnership to Royal American Development, Inc. (the "Assignee").

C. It is the desire of the parties that the Assignee be substituted as a General Partner of the Partnership to the extent of the 1.00% general partnership interest assigned to the Assignee by the Assignor, 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 Agreement and Certificate are hereby amended to provide as follows:

1. The Assignor hereby assigns a 1.00% general partnership interest in the Partnership to the Assignee. The Partnership hereby accepts such assignment.

2. Exhibit A of the Agreement and Certificate of Limited Partnership 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 (i) The Assignee shall be and hereby is a substitute General Partner of the Partnership to the full extent of the general partnership interest

assigned to it by the Assignor; (ii) any present or future references to the terms "Partner(s)" or "General Partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include the Assignee to the extent of the general partnership interest assigned to it by the Assignor; and (iii) the execution of this Amendment by the Assignee shall constitute the agreement of the Assignee as a General Partner, to all of the terms and provisions of the Agreement and Certificate of Limited Partnership of the Partnership, as amended.

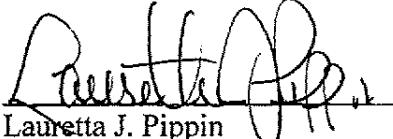
4. The signing of this Amendment by all of the partners of the Partnership (both general and limited) does and shall constitute the consent of each partner to said withdrawal of the Assignor and the admission of the Assignee, and to the amendments to the Agreement and Certificate made by this Amendment.

5. Except as hereby amended, the Agreement and Certificate of Limited Partnership of the Partnership, as previously amended, 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.

ASSIGNOR/WITHDRAWING GENERAL PARTNER:

ATTEST:


  
Laurretta J. Pippin  
Secretary

ROYAL AMERICAN HOSPITALITY, INC.

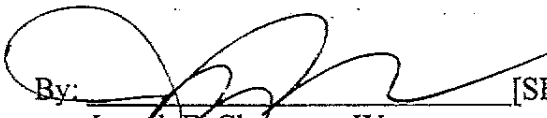
By:  [SEAL]  
Jimmy Barr  
President

ASSIGNEE AND SUBSTITUTE  
GENERAL PARTNER:

ATTEST:

  
Laurretta J. Pippin  
Secretary

ROYAL AMERICAN DEVELOPMENT, INC.

By:  [SEAL]  
Joseph F. Chapman, IV  
President

(Signatures continued from Page 2)

WITNESS:

Laura Lipp

CLASS A LIMITED PARTNERS:

Joseph F. Chapman, III

WITNESS:

Laura Lipp

CHAPMAN ASSOCIATES, LTD.  
By: Southern Coastal Mortgage Company,  
General Partner

By: Jimmy Barr  
Jimmy Barr, President

WITNESS:

Doretha Key

STEVEN M. REICH 1976 TRUST  
FBO LISA REICH

By: Stephen A. Bodzin  
Stephen A. Bodzin, Trustee

WITNESS:

Doretha Key

STEVEN M. REICH 1976 TRUST  
FBO HILARY REICH

By: Stephen A. Bodzin  
Stephen A. Bodzin, Trustee

CLASS B LIMITED PARTNER:

WITNESS:

Laura Lipp

PFP HOLDINGS, INC.

By: Jimmy Barr  
Jimmy Barr, President

(Signatures continued from Page 3)

WITNESS:

Ralph P. [Signature]

CLASS C LIMITED PARTNERS:

[Signature]  
Joseph F. Chapman, III

WITNESS:

Doretha Key

ANNE S. REICH 1977 SECURITIES  
TRUST NO. 1

By: [Signature]  
Stephen A. Bodzin, Trustee



EXHIBIT A

RESORT HOSPITALITY ENTERPRISES, LTD.

FIRST AMENDED AND RESTATED  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP

<u>NAME AND ADDRESS</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PARTNERSHIP INTEREST</u>
<u>GENERAL PARTNER:</u>		
Royal American Development, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$ 1,000.00	1.00%
<u>LIMITED PARTNERS:</u>		
<u>Class A Limited Partners</u>		
Joseph F. Chapman, III 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$ 750,000.00	11.25%
Steven M. Reich 1976 Trust FBO Lisa Reich C/O Stephen A. Bodzin, Trustee 1156 15th Street, NW, Suite 329 Washington, DC 20005	\$ 500,000.00	7.50%
Steven M. Reich 1976 Trust FBO Hilary Reich C/O Stephen A. Bodzin, Trustee 1156 15th Street, NW, Suite 329 Washington, DC 20005	\$ 500,000.00	7.50%
Chapman Associates, Ltd. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$ 250,000.00	3.75%

EXHIBIT A (cont.)

Class B Limited Partner

PFP Holdings, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$ 59,000.00	59.00%
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Class C Limited Partners

Joseph F. Chapman, III 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$ 500,000.00	5.00%
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Anne S. Reich 1977 Securities Trust #1 C/O Stephen A. Bodzin, Trustee 1156 15th Street, NW, Suite 329 Washington, DC 20005	\$ 500,000.00	5.00%
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	<hr/>	<hr/>
	\$3,060,000.00	100.00%

STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF BAY            )

The foregoing instrument was acknowledged before me this   1   day of April, 2005 by JIMMY BARR as President of Royal American Hospitality, Inc., Southern Coastal Mortgage Company, Inc., the General Partner of Chapman Associates, Ltd., and PFP Holdings, Inc., 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 and on behalf of said entities.

  
NOTARY PUBLIC

Printed Name: Misty L. Stanley  
Commission No.: DD065947  
Expiring on: 10-29-05



STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF BAY            )

The foregoing instrument was acknowledged before me this   1   day of April, 2005 by JOSEPH F. CHAPMAN, IV, as President of Royal American Development, Inc., a Florida Corporation, 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 and on behalf of said corporation.

  
NOTARY PUBLIC

Printed Name: Misty L. Stanley  
Commission No.: DD065947  
Expiring on: 10-29-05



STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF BAY                    )

The foregoing instrument was acknowledged before me this   1   day of April, 2005 by JOSEPH F. CHAPMAN, III, who is (X) personally known to me or who has ( ) produced photo identification.

Misty L Stanley  
NOTARY PUBLIC

Printed Name: Misty L Stanley  
Commission No.: DD065947  
Expiring on: 10-29-05



DISTRICT OF                        )  
COLUMBIA                        ) SS:  
  )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 2005 by STEPHEN A. BODZIN, as Trustee of the Steven M. Reich 1976 Trust FBO Lisa Reich, the Steven M. Reich 1976 Trust FBO Hilary Reich, and the Anne S. Reich 1977 Securities Trust No. 1, who is ( ) personally known to me or who has ( ) produced photo identification.

Patricia A. Key  
NOTARY PUBLIC

Printed Name: PATRICIA A. KEY  
Commission No.: NOTARY PUBLIC DISTRICT OF COLUMBIA  
Expiring on: My Commission Expires February 28, 2009

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05 MAY 24 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA