

A93000000901

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Culligan FEB 20 2013



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 8, 2013

LAURA PIPPIN
ROYAL AMERICAN
1002 W. 23RD STREET, SUITE 400
PANAMA CITY, FL 32405

SUBJECT: VILLA BISCAYNE OF SOUTH DADE, LTD.
Ref. Number: A93000000901

We have received your document for VILLA BISCAYNE OF SOUTH DADE, LTD.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$52.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Neysa Culligan
Regulatory Specialist II

Letter Number: 513A00003179

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Villa Biscayne of South Dade, Ltd. - Doc. #A93000000901
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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDMENT TO
SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
AND
SECOND AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP
OF
VILLA BISCAYNE OF SOUTH DADE, LTD.

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

THIS FIRST AMENDMENT to the Second Amended and Restated Certificate of Limited Partnership and Second Amended and Restated Agreement of Limited Partnership of Villa Biscayne of South Dade, Ltd. (the "Amendment") is entered into January 31, 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. VILLA BISCAYNE OF SOUTH DADE, LTD. (the "Partnership") is a Florida limited partnership having filed its original Certificate of Limited Partnership with the Florida Secretary of State on September 3, 1993 and assigned Florida document number A93000000901, and is presently existing pursuant to a Second Amended and Restated Certificate of Limited Partnership filed on November 2, 1994 and a Second Amended and Restated Agreement of Limited Partnership dated October 14, 1994 (hereinafter referred to as the "Partnership Agreement").

B. As of the date hereof, BAY EQUITY INVESTMENTS, INC. ("Bay Equity") desires to convert its 0.50% interest as a General Partner of the Partnership into a 0.50% 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 Bay Equity 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 VILLA BISCAYNE OF SOUTH DADE, 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. Bay Equity hereby withdraws as a General Partner of the Partnership. The Partnership hereby accepts such withdrawal, and Bay Equity shall hereafter cease to be a General Partner of the Partnership.

3. It is further provided and agreed that (i) Bay Equity shall be and hereby is a substituted Limited Partner of the Partnership to the full extent of the 0.05% 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 Bay Equity to the extent of the general partner interest converted into a Limited Partner Interest; and (iv) the execution of this Amendment by Bay Equity 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:

Royal American Development, Inc.

By: _____

Joseph F. Chapman, IV
President

LIMITED PARTNERS:

BY: ROYAL AMERICAN DEVELOPMENT,
INC.,

General Partner, Pursuant to
Power of Attorney

By: 

Joseph F. Chapman, IV
President

CONVERTING AND WITHDRAWING
GENERAL PARTNER:

Bay Equity Investments, Inc.

By: 

Ronnie H. Adams
President

SCHEDULE A

<u>NAME AND ADDRESS</u>	<u>PERCENTAGE PARTNERSHIP INTEREST</u>
General Partner:	
Royal American Development, Inc. 1002 West 23rd Street, Suite 400 Panama City, Florida 32405	0.50%
Limited Partners:	
Bay Equity Investments, Inc. 320 E. 7 th Street, Unit B Panama City, FL 32401	0.50%
Wells Fargo Affordable Housing Community Development Corporation 301 South College Street Charlotte, NC 28288	99.00%
Special Limited Partner	See Article XIV
	<hr/> 100.0%

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