

A93000000901

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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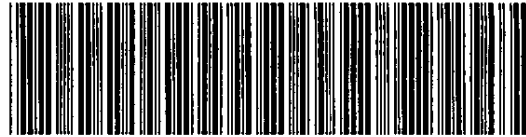
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

MAY 23 2013
J. BRYAN

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Villa Biscayne of South Dade, Ltd. - 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)

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TALLAHASSEE, FLORIDA

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

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

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

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TALLAHASSEE, FLORIDA

THIS SECOND 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 March 15, 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 BISCAVNE 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, as amended (hereinafter referred to as the "Partnership Agreement").

B. As of the date hereof, ROYAL AMERICAN DEVELOPMENT, INC. ("Assignor") assigns and transfers its entire right, title and interest in a 0.50% general partnership interest in the Partnership to VSR OF PC, LLC ("Assignee").

C. It is the desire of the parties that the Partnership Agreement be amended to reflect such assignment to Assignee, and the withdrawal of Assignor 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 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.

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TALLAHASSEE, FLORIDA

2. Assignor hereby withdraws from 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 (i) Assignee hereby accepts the 0.50% general partnership interest acquired by it from Assignor; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said admittance and substitution; (iii) 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 this general partner to the extent of the partnership interests assigned to it; and (iv) the execution of this Amendment by the general partner 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.

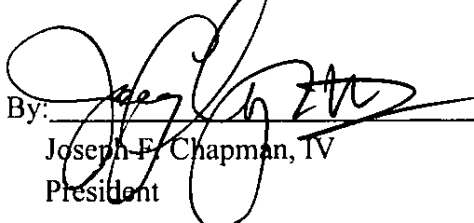
GENERAL PARTNER:

VSR OF PC, LLC
BY: Southern Coastal Mortgage Company
Its Manager

By: 
John W. Lewis
President

WITHDRAWING GENERAL PARTNER:

Royal American Development, Inc.

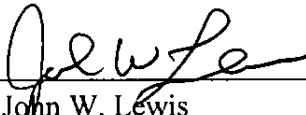
By: 
Joseph F. Chapman, IV
President

LIMITED PARTNERS:

BY: VSR OF PC, LLC, General Partner,

Pursuant to Power of Attorney

By: Southern Coastal Mortgage Company, Manager

By: 
John W. Lewis
President

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SCHEDULE A

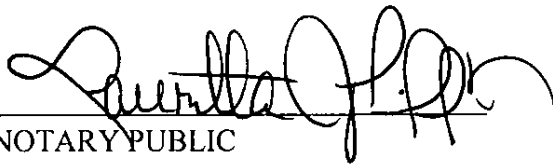
<u>NAME AND ADDRESS</u>	<u>PERCENTAGE PARTNERSHIP INTEREST</u>
General Partner:	
VSR of PC, LLC #L3000039266 1002 West 23rd Street, Suite 400 Panama City, Florida 32405	0.50%
Limited Partners:	
Bay Equity Investments, Inc. 320 E. 7 th Street, Unit B Panama City, FL 32401	0.50%
Wells Fargo Affordable 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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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 15th day of March, 2013 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



LAURETTA J PIPPIN
MY COMMISSION # EE 215906
EXPIRES: August 27, 2016
Bonded Thru Budget Notary Services

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

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 15th day of March, 2013 by John W. Lewis, 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



LAURETTA J PIPPIN
MY COMMISSION # EE 215906
EXPIRES: August 27, 2016
Bonded Thru Budget Notary Services

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