

A94000000354

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 23 2013

J. BRYAN

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Spinnaker Reach Apts of Duval, Ltd. - A94000000354  
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  
SPINNAKER REACH APARTMENTS OF DUVAL, 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 Spinnaker Reach Apartments of Duval, 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. SPINNAKER REACH APARTMENTS OF DUVAL, LTD. (the "Partnership") is a Florida limited partnership having filed its original Certificate of Limited Partnership with the Florida Secretary of State on March 18, 1994, and assigned Florida document number A94000000354, and is presently existing pursuant to a Second Amended and Restated Certificate of Limited Partnership filed on October 10, 1995, and a Second Amended and Restated Agreement of Limited Partnership dated September 7, 1995, 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 1.00% 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.

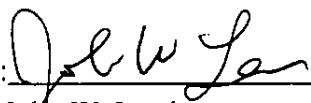
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TALLAHASSEE, FLORIDA

2. The Assignor hereby withdraws from the Partnership. The Partnership hereby accepts such withdrawal, and the Assignor shall hereafter cease to be a partner of the Partnership.
3. It is further provided and agreed that (i) Assignee hereby accepts the 1.00% 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 PARTNER:

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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TALLAHASSEE, FLORIDA  
SOUTHERN COASTAL MORTGAGE COMPANY

SCHEDULE A

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TALLAHASSEE, FLORIDA

NAME AND ADDRESS

PERCENTAGE  
PARTNERSHIP  
INTEREST

General Partner:

VSR of PC, LLC #L13000039266 1.00%  
1002 West 23rd Street, Suite 400  
Panama City, Florida 32405

Limited Partner:

AHG Tax Credit Fund III, L.L.C. 99.00%  
C/O Wells Fargo Bank, NA  
301 South College Street  
Charlotte, NC 28288

Special Limited Partner See Article XIV

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100.0%

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2013 MAY 22 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 15<sup>th</sup> 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 15<sup>th</sup> 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: \_\_\_\_\_