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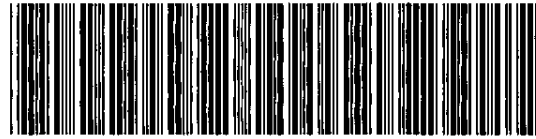
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TALLAHASSEE, FLORIDA

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SISSON AND SISSON
ATTORNEYS AT LAW
2171 JUDICIAL DRIVE, SUITE 215
GERMANTOWN, TENNESSEE 38138-3801

PETE SISSON
JERRY SISSON
JENNIFER SISSON

TELEPHONE: (901) 759-1793
FAX: (901) 759-7250

August 3, 2007

Florida Department of State
Corporations Division
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Re:

To Whom It May Concern:

Enclosed please find the twenty-first amendment for the above referenced entity. Also enclosed is a check in the amount of \$52.50 to pay the filing fee.

Thank you for your attention to this matter.

Very truly yours,

SISSON AND SISSON


Aimee McCarley

Enclosures

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TALLAHASSEE, FLORIDA

Prepared by and Return to:
Sisson and Sisson
2171 Judicial Drive, Suite 215
Germantown, TN 38138

**TWENTY-SECOND AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP
HOLLY POINT APARTMENTS, LTD.**

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FLORIDA

THIS TWENTY-SECOND AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP amending that certain Amended and Restated Certificate and Agreement of Limited Partnership, dated as of October 29, 1979, as amended as of February 15, 1980, February 29, 1980, March 13, 1980, April 15, 1980, October 1, 1986, January 1, 1990, January 1, 1994, September 30, 1994, December 31, 1997, September 30, 1998, June 29, 1999, December 21, 1999, February 15, 2000, January 1, 2002, December 31, 2001, July 1, 2004, January 1, 2006, September 30, 2006, December 31, 2006, and March 31, 2007, and filed of record in the Office of the Secretary of State of the State of Florida, the Original Certificate being filed on September 12, 1979, and bearing the instrument number LP 7920, is made and sworn as of the 30th day of June, 2007, by and among TESCO PROPERTIES, INC., (f/k/a UMIC Properties, Inc.) a Tennessee corporation with its principal place of business at 2171 Judicial Drive, Germantown, Tennessee 38138 (the "Administrative General Partner"); ROYAL AMERICAN DEVELOPMENT, INC., a Florida corporation, with its principal offices located at 1002 West 23rd Street, Suite 400, Panama City, Florida 32405 (the "Developer General Partner"); JOSEPH F. CHAPMAN III, a resident of Panama City, Florida (the "Individual General Partner"); OPPENHEIMER PROPERTIES SERVICES, INC., a New York corporation, with its principal offices at One New York Plaza, New York, New York, 10004 (the "Special Limited Partner"); the Limited Partners whose names are listed in the Certificate as amended; and AHP Holdings LLC (the "New Limited Partner").

W I T N E S S E T H

WHEREAS the Parties hereto are all Partners of HOLLY POINT APARTMENTS, LTD., which owns and operates a 126-unit residential housing project in Holly Hills, Florida, for families of low and moderate income; and,

WHEREAS, Limited Partner Zaven S. Ayanian, M.D. owns a limited partnership interest consisting of 2.80%; Limited Partner William F. Babcock owns a limited partnership interest consisting of 2.80%; Limited Partner Richard Caudill owns a limited partnership interest consisting of 2.80%; Limited Partner Ralph W. Earl Marital Trust owns a limited partnership interest consisting of 5.60%; Limited Partner John J. Pittari owns a limited partnership interest consisting of 1.40%; Limited Partner James W. Powell owns a limited partnership interest consisting of 2.80%; Limited Partner James Farquhar Trust owns a limited partnership interest consisting of 8.40%; Limited Partner Thomas W. Tufts, M.D. owns a limited partnership interest consisting of 2.80%; Limited Partner Wexler Family Trust owns a limited partnership interest consisting of 1.40%; Limited Partner Arthur R. Wyatt Trust owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, the above listed Limited Partners wish to transfer their partnership interest to AHP Holdings LLC; and,

WHEREAS, it is the purpose of this Twenty-Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by Zaven S. Ayanian, M.D.; William F. Babcock; Richard Caudill; Ralph W. Earl Marital Trust; John J. Pittari; James W. Powell; James Farquhar Trust; Thomas W. Tufts, M.D.; Wexler Family Trust; and Arthur R. Wyatt Trust to AHP Holdings LLC; and,

WHEREAS, the Parties hereto have agreed to enter into this Twenty-Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve said transfers and to approve the admission of AHP Holdings LLC; and,

WHEREAS, it is further the purpose of this Twenty-Second Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Holly Point Apartments, Ltd. to restate the limited partners' interest in the partnership as they exist pursuant to this and all prior amendments.

NOW, THEREFORE, in consideration of the covenants herein contained, the parties agree as follows:

FIRST: Schedule "A" of the Fourth Amendment of the Restated Certificate and Agreement of Limited Partnership listing the names, addresses and interests of the limited partners is hereby amended to delete the following:

Zaven S. Ayanian, M.D. 20 Sunset Avenue Matawan, New Jersey 07747	2.80%
William F. Babcock 1192 West Sunsetview Drive Akron, Ohio 44313	2.80%
Richard Caudill 4469 Hickory Drive Palm Beach Gardens, Florida 33410	2.80%
Dorothy H. Earl, Mary C. Earl and Susan Earl Klebl, Co-trustees of the Ralph W. Earl Marital Trust c/o Dorothy H. Earl, Co-trustee 115 Spyglass Lane Fayetteville, NY 13066	5.60%
John J. Pittari 5419 N.E. 31 st Avenue Fort Lauderdale, Florida 33308	1.40%
James W. Powell 925 North Rio Vista Boulevard Fort Lauderdale, Florida 33301	2.80%

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<p>SunTrust Bank, South Florida, N.A., and James Douglas Farquhar, Successor Co-Trustee Under Agreement with James Farquhar P.O. Box 14728 Fort Lauderdale, Florida 33302</p>	<p>8.40%</p>
<p>Thomas W. Tufts, M.D. 3201 N.E. 32nd Avenue Fort Lauderdale, Florida 33308</p>	<p>2.80%</p>
<p>Pamela Elaine Wexler, as Trustee of the Wexler Family Trust 5943 N.W. 66 Way Parkland, Florida 33067</p>	<p>1.40%</p>
<p>Arthur W. Wyatt, as Trustee of the Arthur R. Wyatt Declaration of Trust dated January 29, 2001 Village of Golf, Florida 33436</p>	<p>2.80%</p>

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and Schedule "A" of the Fourth Amendment of the Restated Certificate and Agreement of Limited Partnership listing the names, addresses, and interests of the limited partners is hereby amended to add the following:

<p>AHP Holdings LLC 72 Commercial Street, Suite 11 Portland, Maine 04101"</p>	<p>56.0%</p>
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SECOND: AHP Holdings LLC agrees to be bound by all terms and provisions of the Certificate and Agreement of Limited Partnership as amended, including specifically the Power of Attorney conferred pursuant to section 9.04 of the Agreement.

THIRD: Each Partner hereby consents to the transfer of the interest from Zaven S. Ayanian, M.D.; William F. Babcock; Richard Caudill; Ralph W. Earl Marital Trust; John J. Pittari; James W. Powell; James Farquhar Trust; Thomas W. Tufts, M.D.; Wexler Family Trust; and Arthur R. Wyatt Trust to AHP Holdings LLC.

FOURTH: The requirements of Sections 11.02 and 11.03 of the Partnership Agreement shall be deemed, and hereby are, satisfied with regard to the transfer of the respective interests.

FIFTH: In all other respects, the Partnership Agreement, as amended, remains in full force and effect.

IN WITNESS WHEREOF, this Twenty-Second Amendment to the Restated Certificate and Agreement of Limited Partnership of Holly Point Apartments, Ltd., has been executed by the parties as of the day and year first above written.

GENERAL PARTNERS:

By: TESCO Properties, Inc., Administrative General Partner and Attorney-in-Fact for all General Partners pursuant to section 8.16 of the Partnership Agreement, as amended.

By: [Signature]
Jerry Sisson, President

LIMITED PARTNERS:

By: TESCO Properties, Inc., Administrative General Partner and Attorney-in-Fact for all Limited Partners pursuant to Section 9.04 of the Partnership Agreement as amended.

By: [Signature]
Jerry Sisson, President

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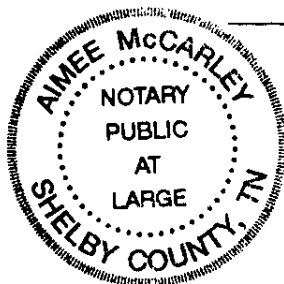
STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a notary public for said state and county, personally appeared Jerry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., the Administrative General Partner and the attorney-in-fact for all the General Partners in Holly Points Apartments, Ltd., pursuant to Section 8.16 of the Partnership Agreement, and that he as such President of the Administrative General Partner, being duly authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the Administrative General Partner, by himself as President.

WITNESS my hand and seal this 27th day of July, 2007.

My commission expires:

8-21-07



[Signature]
Notary Public

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a notary public for said state and county, personally appeared Jerry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., the Administrative General Partner and the attorney-in-fact for all the Limited Partners in Holly Point Apartments, Ltd., pursuant to Section 9.04 of the Partnership Agreement, and that he as such President of the Administrative General Partner, being duly authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the Administrative General Partner, by himself as President.

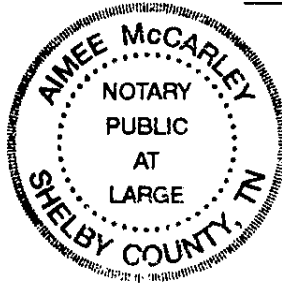
WITNESS my hand and seal this 27th day of July, 2007.

Aimee McCarley

Notary Public

My commission expires:

8-21-07



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HOLLY POINT APARTMENTS, LTD.
SCHEDULE "A"

AHP Holdings LLC 72 Commercial Street, Suite 11 Portland, Maine 04101	56.00%
Deane R. Briggs, M.D. 160 East Lake Howard Drive Winter Haven, Florida 33880	2.80%
Jeanette Goldstein Living Trust under Agreement dated 2/14/98 200 Commerce Drive Rochester, NY 14623-3506	2.80%
Aram Jigarjian, M.D. and Patricia Anne Jigarjian, or their successors, as Trustee of The Jigarjian Living Trust, U/A dated September 22, 1989 933 Avenida Olivos Palm Springs, California 92262	2.80%
Warren H. Heller, M.D. 515 W. Buckeye Road Suite 104 Phoenix, AZ 85003	2.80%
Gerard A. Kaiser, M.D. 6650 S.W. 113 th Street Miami, Florida 33156	2.80%
Hyman Livingston and Verna M. Livingston 31 Secor Drive Port Washington, NY 11050	2.80%
Mary H. Macsherry 441 Flower Avenue West Watertown, New York 13601	5.60%
Sara L. Matthews 2890 Oak Tree Drive Fort Lauderdale, Florida 33309-6712	2.80%
Oppenheimer Properties Services, Inc. One New York Plaza New York, NY 10004	.50%

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James Panos 1779 Grant Avenue East Meadow, New York 11554	2.80%
Arthur Robbins, as Trustee of the Arthur and Frieda Robbins Trust dated June 2, 1988 101 Coast Boulevard, Apt. 4-A La Jolla, California 92037	2.80%
Norman Robbins 2100 Lynwood Avenue Fort Lee, New Jersey 07024	2.80%
Debra L. Rowland, and Sherry R. Sternberg as Tenants in Common and Roger Rowland, Sr. all as Joint Tenants with Rights of Survivorship 420 Keller Lane Marion, Virginia 24354	2.80%
Neil Schneider, M.D. 9851 N.W. 39 th Court Coral Springs, Florida 33065	2.80%
TESCO Properties, Inc. 2171 Judicial Drive, Suite 200 Germantown, TN 38138	2.80%

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