

A 07920

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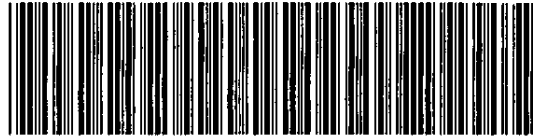
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EXAMINER

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2008 SEP 19 P 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

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

September 10, 2008

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

FILED  
2008 SEP 19 P 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Holly Point Apartments, Ltd.

Dear Sir or Madam:

Enclosed please find an amendment for Holly Point Apartments, Ltd. Also enclosed is a check in the amount of \$52.50 to pay the filing fee for this amendment.

Thank you for your attention to this matter.

Very truly yours,

SISSON AND SISSON

  
Aimee McCarley

Enclosures

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

FILED

2008 SEP 19 P 1:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

THIS TWENTY-SIXTH 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, March 31, 2007, June 30, 2007, and September 30, 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 31<sup>st</sup> day of December, 2008, 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 23<sup>rd</sup> 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 AHP Holdings LLC owns a limited partnership interest consisting of 18.20%; and,

WHEREAS, AHP Holdings LLC wishes to transfer its partnership interest to SHP Acquisitions IV, LLC; and,

WHEREAS, it is the purpose of this Twenty-Sixth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by AHP Holdings LLC to SHP Acquisitions IV, LLC; and,

WHEREAS, the Parties hereto have agreed to enter into this Twenty-Sixth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve the said transfer and to approve the admission of SHP Acquisitions IV, LLC; and,

WHEREAS, it is further the purpose of this Twenty-Sixth 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 it exists 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:

AHP Holdings LLC 72 Commercial Street, Suite 11 Portland, Maine 04101	18.20%
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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:

SHP Acquisitions IV, LLC 72 Commercial Street, Suite 11 Portland, Maine 04101	67.20%
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SECOND: SHP Acquisitions IV, 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 AHP Holdings LLC to SHP Acquisitions IV, LLC.

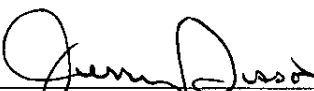
FOURTH: The requirements of Sections 11.02 and 11.03 of the Partnership Agreement shall be deemed, and hereby are, satisfied with regard to the transfer of the respective interests.

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

IN WITNESS WHEREOF, this Twenty-Sixth 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:   
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

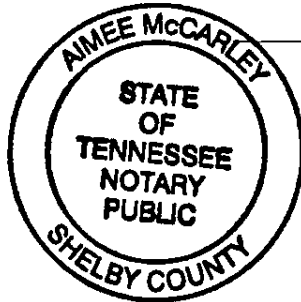
STATE OF TENNESSEE:  
COUNTY OF SHELBY:

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 10<sup>th</sup> day of September, 2008.

My commission expires:

July 10, 2011



[Signature]  
Notary Public

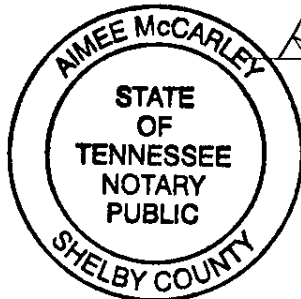
STATE OF TENNESSEE:  
COUNTY OF SHELBY:

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 10<sup>th</sup> day of September, 2008.

My commission expires:

July 10, 2011



[Signature]  
Notary Public

HOLLY POINT APARTMENTS, LTD.  
SCHEDULE "A"

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 <sup>th</sup> Street Miami, Florida 33156	2.80%
Hyman Livingston and Verna M. Livingston 31 Secor Drive Port Washington, NY 11050	2.80%
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%
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%

SHP Acquisitions IV, LLC  
72 Commercial Street  
Suite 11  
Portland, Maine 04101

67.20%

TESCO Properties, Inc.  
2171 Judicial Drive, Suite 200  
Germantown, TN 38138

2.80%