

A07920

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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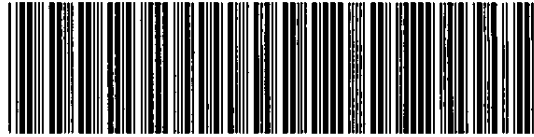
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

M. THOMAS

SEP 25 2008

EXAMINER

A07920

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 8, 2008

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

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

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TALLAHASSEE, FLORIDA

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

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

THIS TWENTY-FIFTH 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 31st day of December, 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., 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 67.20%; and,

WHEREAS, AHP Holdings LLC wishes to transfer 49.0% of its partnership interest to SHP Acquisitions IV, LLC; and,

WHEREAS, it is the purpose of this Twenty-Fifth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer 49.0% of the interest in the Partnership held by AHP Holdings LLC; and,

WHEREAS, the Parties hereto have agreed to enter into this Twenty-Fifth 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-Fifth 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.

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FLORIDA

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	67.20%
72 Commercial Street, Suite 11	
Portland, Maine 04101	

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:

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

SHP Acquisitions IV, LLC	49.0%
72 Commercial Street, Suite 11	
Portland, Maine 04101	

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.

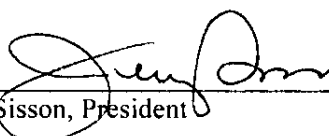
FIFTH: In all other respects, the Partnership Agreement, as amended, remains in full force and effect.

IN WITNESS WHEREOF, this Twenty-Fifth 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:

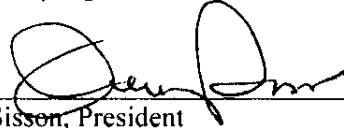

Jerry Sisson, President

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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:


Jerry Sisson, President

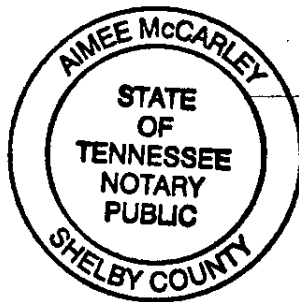
STATE OF TENNESSEE:
COUNTY OF SHELBY:

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 5th day of September, 2008.

My commission expires:

July 10, 2011




Notary Public

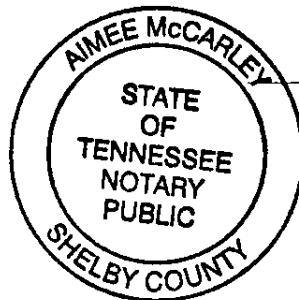
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 5th day of September, 2008.

My commission expires:




Notary Public

HOLLY POINT APARTMENTS, LTD.
SCHEDULE "A"

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

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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

49.0%

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

2.80%

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