

# A07920

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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

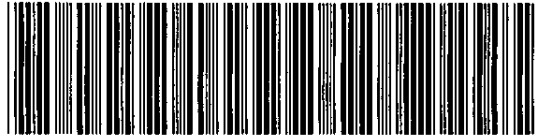
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TALLAHASSEE, FLORIDA

D. BRUCE

OCT 15 2008

EXAMINER

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  
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October 9, 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

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

WITNESSETH

WHEREAS, it is the purpose of this Twenty-Seventh Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interests in the Partnership held by Norman Robbins and by Arthur Robbins, as Trustee of the Arthur and Frieda Robbins Trust dated June 2, 1988, to SHP Acquisitions IV, LLC; and,

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

WHEREAS, it is further the purpose of this Twenty-Seventh Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Holly Point Apartments, Ltd. to restate the limited partnership interests 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:

Arthur Robbins, as Trustee of the	2.80%
Arthur and Frieda Robbins Trust dated June 2, 1988	
101 Coast Boulevard, Apt. 4-A	
La Jolla, California 92037	
and	
Norman Robbins	2.80%
2100 Lynwood Avenue	
Fort Lee, New Jersey 07024	

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	72.80%
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 transfers of the interest from Norman Robbins and from Arthur Robbins, as Trustee of the Arthur and Frieda Robbins Trust dated June 2, 1988, 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.

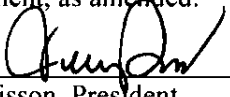
FIFTH: In all other respects, the Partnership Agreement, as amended, remains in full force and effect.

IN WITNESS WHEREOF, this Twenty-Seventh 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.

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TALLAHASSEE, FLORIDA

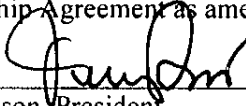
GENERAL PARTNERS:

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:   
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., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the General Partners in Holly Points Apartments, Ltd., a Florida limited partnership, 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 9th day of October, 2008.

My commission expires:  
7-10-11

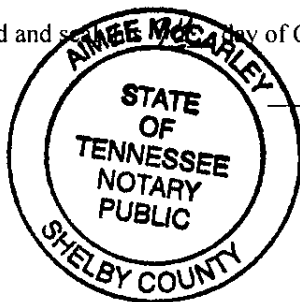
STATE OF TENNESSEE:  
COUNTY OF SHELBY:

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., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the Limited Partners in Holly Point Apartments, Ltd., a Florida limited partnership, 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.

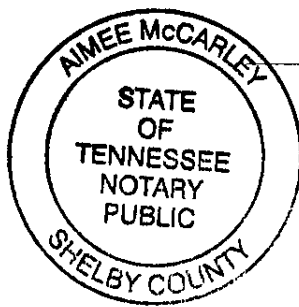
WITNESS my hand and seal this 9th day of October, 2008.

My commission expires:  
7-10-11

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TALLAHASSEE, FLORIDA



  
Notary Public



  
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%
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	72.80%
TESCO Properties, Inc. 2171 Judicial Drive, Suite 200 Germantown, TN 38138	2.80%

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