

# AD7920

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

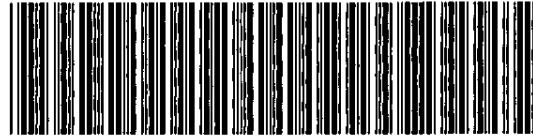
\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

**APR 26 2012**  
**L. SELLERS**

Office Use Only



100229366281

04/24/12--01016--022 \*\*52.50

**FILED**  
12 APR 25 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

THIS TWENTY-EIGHTH 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, September 30, 2007, September 30, 2008, and December 31, 2008, 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 1<sup>st</sup> day of January, 2012, 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, Debra L. Rowland and Sherry R. Sternberg as Tenants in Common and Roger Rowland, Sr. all as Joint Tenants with Rights of Survivorship own a limited partnership interest consisting of 2.80%; and,

WHEREAS, SHP Acquisitions IV, LLC owns a limited partnership interest consisting of 72.80%; and,

WHEREAS, Debra L. Rowland and Sherry R. Sternberg as Tenants in Common and Roger Rowland, Sr. all as Joint Tenants with Rights of Survivorship wish to transfer their partnership interest to SHP Acquisitions IV, LLC; and,

WHEREAS, SHP Acquisitions IV, LLC wishes to transfer all its partnership interest to Belveron Partners Fund II, LP; and,

WHEREAS, it is the purpose of this Twenty-Eighth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interests in the Partnership held by Debra L. Rowland and Sherry R. Sternberg as Tenants in Common and Roger Rowland, Sr. all as Joint Tenants with Rights of Survivorship to SHP Acquisitions IV, LLC, and to then transfer the interest in the Partnership held by SHP Acquisitions IV, LLC to Belveron Partners Fund II, LP; and,

WHEREAS, the Parties hereto have agreed to enter into this Twenty-Eighth 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-Eighth 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:

Debra L. Rowland and Sherry R. Sternberg	2.80%
as Tenants in Common and Roger Rowland, Sr.	
all as Joint Tenants with Rights of Survivorship	
420 Keller Lane	
Marion, Virginia 24354	

and

SHP Acquisitions IV, LLC	72.80%
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:

Belveron Partners Fund II, LP	75.60%
72 Commercial Street, Suite 11	
Portland, Maine 04101	

SECOND: Belveron Partners Fund II, LP 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 to Belveron Partners Fund II, LP.

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.

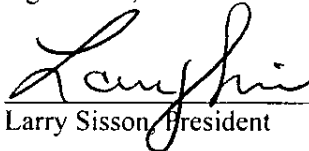
FILED  
12 APR 25 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

IN WITNESS WHEREOF, this Twenty-Eighth 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.

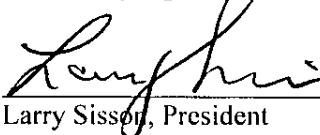
GENERAL PARTNERS:

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:   
Larry 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:   
Larry Sisson, President

STATE OF TENNESSEE:  
COUNTY OF SHELBY:

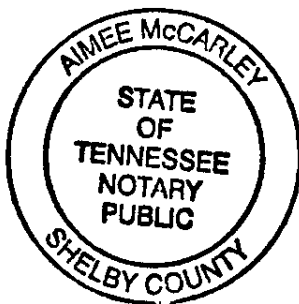
Before me, a notary public for said state and county, personally appeared Larry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the General 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 12<sup>th</sup> day of April, 2012.

Aimee McCarley  
Notary Public

My commission expires:

April 8, 2015



STATE OF TENNESSEE:  
COUNTY OF SHELBY:

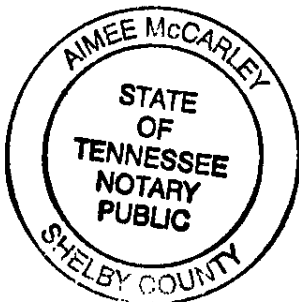
Before me, a notary public for said state and county, personally appeared Larry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the Limited 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 12<sup>th</sup> day of April, 2012.

Aimee McCarley  
Notary Public

My commission expires:

April 8, 2015



HOLLY POINT APARTMENTS, LTD.  
SCHEDULE "A"

Belveron Partners Fund II, LP 268 Bush Street #3534 San Francisco, CA 94104	75.60%
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%
TESCO Properties, Inc. 2171 Judicial Drive, Suite 200 Germantown, TN 38138	2.80%