

**A07920**

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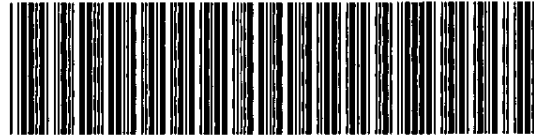
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TALLAHASSEE, FLORIDA

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,

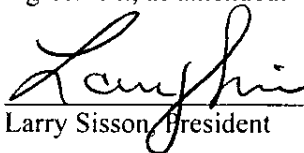


FIFTH: In all other respects, the Partnership Agreement, as amended, remains in full force and effect.

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.

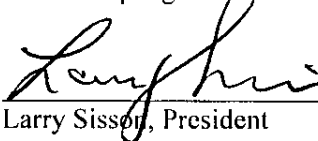
GENERAL PARTNERS:

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:

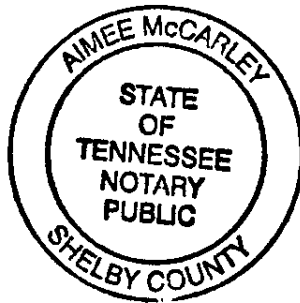
Before me, a notary public for said state and county, personally appeared Larry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the General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

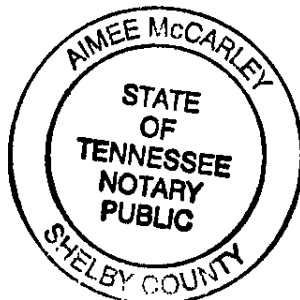
Before me, a notary public for said state and county, personally appeared Larry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the Limited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