

# A07920

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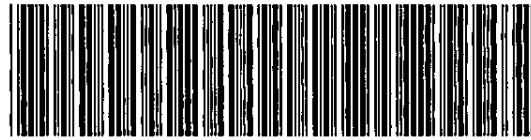
\_\_\_\_\_  
(Business Entity Name)

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DIVISION OF CORPORATIONS  
2013 JAN 18 PM 2:00

**C. LEWIS**  
JAN 22 2013  
**EXAMINER**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2013 JAN 18 PM 2:00

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

AD 7920

THIS TWENTY-NINTH 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 January 1, 2012, 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"); JPL HOLDINGS, a Tennessee general partnership, with its principal offices at 2171 Judicial Drive, Germantown, Tennessee (the "Special Limited Partner"); and the Limited Partners whose names are listed in the Certificate, as amended.

WITNESSETH

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, Oppenheimer Properties Services, Inc. owns a special limited partnership interest consisting of .50%; and,

WHEREAS, Oppenheimer Properties Services, Inc. wishes to transfer its special limited partnership interest to JPL Holdings; and,

WHEREAS, it is the purpose of this Twenty-Ninth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the special limited partnership interest in the Partnership held by Oppenheimer Properties Services, Inc. to JPL Holdings; and,

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

NOW, THEREFORE, in consideration of the covenants herein contained, the parties agree as follows:

FIRST: Each Partner hereby consents to the transfer of the .50% special limited partnership interest to JPL Holdings.

SECOND: JPL Holdings hereby agrees to be bound by all terms and provisions of the Limited Partnership Agreement, as amended.

THIRD: The requirements of the Partnership Agreement shall be deemed, and hereby are, satisfied with regard to the transfer of the partnership interest.

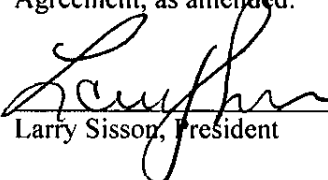
FOURTH: The Certificate and Agreement of Limited Partnership of Holly Point Apartments, Ltd. is hereby amended to reflect the transfer from Oppenheimer Properties Services, Inc. to JPL Holdings.

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

IN WITNESS WHEREOF, this Twenty-Ninth 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.

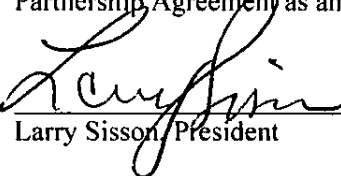
GENERAL PARTNERS:

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 AND SPECIAL LIMITED PARTNER:

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

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DIVISION OF CORPORATIONS  
2019 JAN 18 PM 2:00

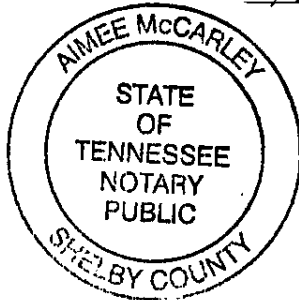
STATE OF TENNESSEE:  
COUNTY OF SHELBY:

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 10<sup>th</sup> day of January, 2013.

My commission expires:

4-8-2015



Aimee McGarley  
Notary Public

2013 JAN 10 PM 2:00  
STATE OF TENNESSEE  
DIVISION OF REVENUE

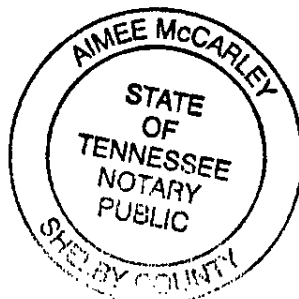
STATE OF TENNESSEE:  
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WITNESS my hand and seal this 10<sup>th</sup> day of January, 2013.

My commission expires:

4-8-2015



Aimee McGarley  
Notary Public