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③ _____
(Requestor's Name)

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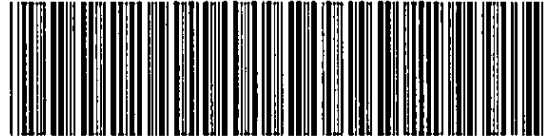
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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Amend/cc
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JAN 22 2021
I ALBRITTON

SISSON AND SISSON
ATTORNEYS AT LAW
2171 JUDICIAL DRIVE, SUITE 215
GERMANTOWN, TENNESSEE 38138-3801

PELL SISSON (1927-2009)
JERRY SISSON
JENNIFER SISSON

TELEPHONE: (901) 759-1793
FAX: (901) 759-7250

December 3, 2020

Delivered via Federal Express

Florida Department of State
Division of Corporations
2415 N. Monroe Street
Suite 810
Tallahassee, FL 32303

Re: Briarwood Apartments Phase II, Ltd.
Hilltop Apartments, Ltd.
Oak Creek Apartments, Ltd.

Dear Sir or Madam:

Enclosed please find amendments to the three (3) above referenced Limited Partnerships, along with the \$52.50 filing fee for each amendment.

I have included a completed Federal Express airbill and envelope to return copies of the filed amendments to us.

Thank you for your attention to this matter.

Sincerely,

SISSON AND SISSON



Jennifer Sisson

JS/am

Enclosures

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THIRTY-FOURTH AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP
BRIARWOOD APARTMENTS PHASE II, LTD.

THIS THIRTY-FOURTH AMENDMENT to AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP, amending that certain Amended and Restated Certificate and Agreement of Limited Partnership dated October 29, 1979, and 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, 2007; December 31, 2007; September 30, 2008; December 31, 2009; January 1, 2011; September 30, 2011; January 1, 2012; March 31, 2012; January 1, 2012; December 31, 2012; December 31, 2014; December 31, 2015; March 31, 2016; and January 1, 2018, and filed of record in the Office of the Secretary of State, State of Florida (the "Agreement"), is made and sworn to as of the 1st day of November 2020, by and among TESCO PROPERTIES, INC., (f/k/a/ UMIC PROPERTIES, INC.), a Tennessee corporation, having its principal offices at 2171 Judicial Drive, Suite 200, Germantown, Tennessee 38138 (the "Administrative General Partner"); ROYAL AMERICAN DEVELOPMENT, INC., a Florida corporation, with its principal offices at 1022 W. 23rd Street, Suite 300, Panama City, Florida 32405 (the "Developer General Partner"); THE ESTATE OF JOSEPH F. CHAPMAN, III (the "Withdrawing General Partner"); JPL HOLDINGS OF TENNESSEE, LLC, with its principal offices at 2171 Judicial Drive, Germantown, Tennessee 38138 (the "Special Limited Partner"), and the Limited Partners whose names and addresses are contained in the Certificate as amended, (the "Limited Partners").

W I T N E S S E T H:

WHEREAS, the Parties hereto are all the Partners of Briarwood Apartments Phase II, Ltd. which owns, and operates a 63-unit residential housing project in Tallahassee, Florida, for families and elderly persons of low and moderate income; and,

WHEREAS, Joseph F. Chapman, III passed away on December 11, 2016. At the time of his death, Joseph F. Chapman, III owned a .50% general partner interest in Briarwood Apartments Phase II, Ltd.,

WHEREAS, pursuant to the Agreement, Joseph F. Chapman ceased to be a General Partner at his death, but his rights pursuant to that interest remains. Therefore, the Estate of Joseph F. Chapman, III wishes to transfer the .50% general partner interest to Royal American Development, Inc. as a Special Limited Partner effective as of January 1, 2020; and,

WHEREAS, it is the purpose of this Thirty-Fourth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to transfer the .50% general partner interest of Joseph F. Chapman, III to Royal American Development, Inc. as a Special Limited Partner effective as of January 1, 2020.

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

FIRST: Each Partner hereby consents to the transfer of the .50% general partner interest from Joseph F. Chapman, III to Royal American Development, Inc. as a Special Limited Partner. Joseph F. Chapman, III will cease to be a General Partner of the Partnership.

SECOND: Royal American Development, Inc. hereby agrees to continue to be bound by all of the terms and provisions of the Limited Partnership Agreement, as amended.

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

FOURTH: The Certificate and Agreement of Limited Partnership of Briarwood Apartments Phase II, Ltd. is hereby amended to reflect the transfer from Joseph F. Chapman, III to Royal American Development, Inc.

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

IN WITNESS WHEREOF, this Thirty-Fourth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Briarwood Apartments Phase II, Ltd. has been executed by the parties as of the day and year above written.

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

By: 

Joseph F. Chapman, IV
President

WITHDRAWING GENERAL PARTNER:

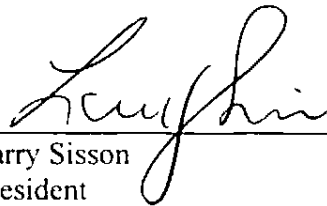
ESTATE OF JOSEPH F. CHAPMAN, III

By: 

Jeannette B. Chapman, Personal Representative

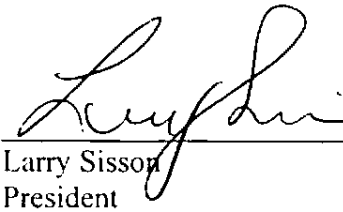
GENERAL PARTNER:

TESCO PROPERTIES, INC., f/k/a UMIC Properties, Inc.

By: 
Larry Sisson
President


LIMITED PARTNERS AND SPECIAL
LIMITED PARTNER:

By: TESCO Properties, Inc., (f/k/a UMIC Properties, Inc.)
as Attorney-in-Fact, pursuant to
Section 9.04 of the Partnership Agreement

By: 
Larry Sisson
President

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30th day of November, 2020 by Joseph F. Chapman, IV as President of Royal American Development, Inc., a Florida corporation, who is (✓) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned and on behalf of said entity.


NOTARY PUBLIC



LAURETTA J. PIPPIN
Commission # HH 024098
Expires August 27, 2024
Bonded Thru Budget Notary Services

Printed Name: _____
Commission No.: _____
Expiring on: _____

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30th day of November, 2020 by Jeannette B. Chapman, as Personal Representative of the Estate of Joseph F. Chapman, III, who is (✓) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.


NOTARY PUBLIC



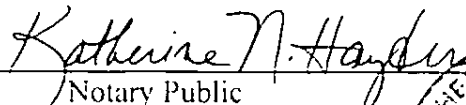
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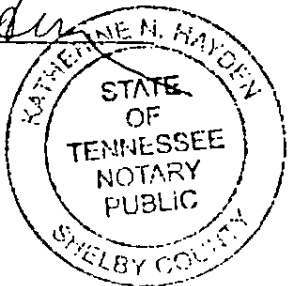
Printed Name: _____
Commission No.: _____
Expiring on: _____

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared LARRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a Tennessee corporation, (f/k/a UMIC Properties, Inc.), General Partner of Briarwood Apartments Phase II, Ltd., a Florida limited partnership, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of December, 2020.


Notary Public

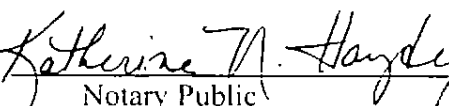


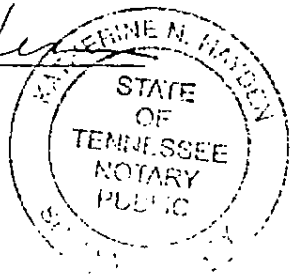
My commission expires: May 22, 2024

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared LARRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a Tennessee corporation, (f/k/a UMIC Properties, Inc.), the Administrative General Partner and the attorney-in-fact for all Limited Partners and Special Limited Partner in Briarwood Apartments Phase II, 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 authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Administrative General Partner by himself as President.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of December, 2020.


Notary Public



My commission expires: May 22, 2024