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(City/State/Zip/Phone #)

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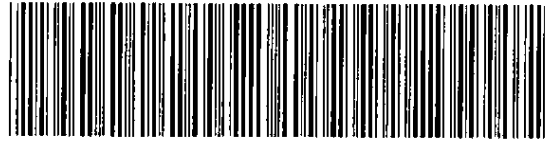
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/27/23--01045--029 **52.50

FILED

2023 FEB 27 AM 11:36

CLERK OF COURT
JUDICIAL CIRCUIT IN
THE 13TH JUDICIAL CIRCUIT
IN AND FOR
DADE COUNTY, FLORIDA

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

PEPE SISSON (1927-2009)
JERRY SISSON
JENNIFER SISSON

TELEPHONE: (901) 759-1797
FAX: (901) 759-7250

February 22, 2023

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Briarwood Apartments Phase II, Ltd.

Dear Sir or Madam:

Enclosed please find an amendment to Briarwood Apartments Phase II, Ltd. Also enclosed is a check in the amount of \$52.50 for the filing fee.

Thank you for your attention to this matter.

Sincerely,



Jennifer Sisson

JS/am

Enclosures

FILED

2023 FEB 27 AM 11:36

CLERK OF COURT
TALLAHASSEE, FL

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

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

FILED
2023 FEB 27 AM 11:36
TALLAHASSEE, FL

THIS THIRTY-SIXTH 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, 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; January 1, 2018; November 1, 2020; and January 1, 2021; 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 1st day of January, 2023, by and among TESCO 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 23rd Street, Suite 400, Panama City, Florida 32405 (the "Developer General Partner"); JPL Holdings of Tennessee, LLC, with its principal offices at 2171 Judicial Drive, Germantown, TN 38138 (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 the Briarwood Apartments, Phase II, Ltd., which owns and operates a 63-unit residential housing project in Tallahassee, Florida, for families of low and moderate income; and,

WHEREAS, the Estate of Joyce Kaiser desires to transfer all of its 2.80% limited partnership interest to LP Equity V, LLC; Nickson Family, LLC desires to transfer all of its 2.80% limited partnership interest to LP Equity V, LLC; and Neil Schneider desires to transfer all of his 2.80% limited partnership interest to LP Equity V, LLC; and,

WHEREAS, it is the purpose of this Thirty-Sixth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by Estate of Joyce Kaiser; Nickson Family, LLC; and Neil Schneider to LP Equity V, LLC, and;

WHEREAS, the Parties hereto have agreed to enter into this Thirty-Sixth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve said transfers to LP Equity V, LLC.

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

FIRST: Each partner hereby consents to the transfer of the limited partnership interest to LP Equity V, LLC.

SECOND: LP Equity V, LLC agrees to be bound by all terms and provisions of the Certificate and Agreement of Limited Partnership, as amended.

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

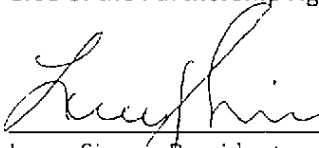
FOURTH: The Certificate and Agreement of Limited Partnership of Briarwood Apartments Phase II, Ltd., is hereby amended to reflect the transfer from the said limited partners' interest in the Partnership to LP Equity V, LLC.

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

IN WITNESS WHEREOF, this Thirty-Sixth Amendment to the 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 first above written.

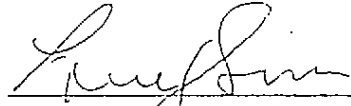
GENERAL PARTNERS:

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 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

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2023 FEB 27 AM 10:36
CLERK OF COURT
JAN 2023

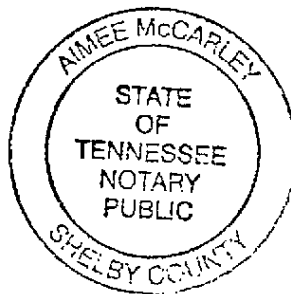
STATE OF TENNESSEE:
COUNTY OF SHELBY:

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 Briarwood Apartments, Phase II, 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 22nd day of February, 2023.

My commission expires:

8/16/2026



Aimee McCarley
Notary Public

2023 FEB 27 AM 11:36

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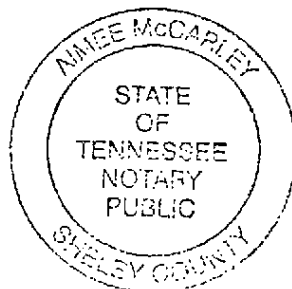
STATE OF TENNESSEE:
COUNTY OF SHELBY:

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 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 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 22nd day of February, 2023.

My commission expires:

8/16/2026



Aimee McCarley
Notary Public

SISSON AND SISSON
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2371 JUDICIAL DRIVE, SUITE 215
GERMANTOWN, TENNESSEE 38138-3801

PETE SISSON (1927-2009)
JERRY SISSON
JENNIFER SISSON

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

April 28, 2023

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

Re: Briarwood Apartments Phase II, Ltd.

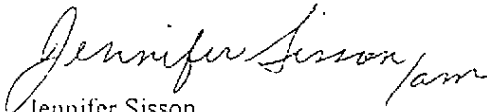
Dear Sir or Madam:

On February 22, 2023, the enclosed Thirty-Sixth Amendment to Briarwood Apartments Phase II, Ltd. was mailed to the Florida Department of State, along with a check in the amount of \$52.50. Although the check was deposited on February 27, 2023, and cleared our account on March 2, 2023, the Thirty-Sixth Amendment was never filed.

I have enclosed a copy of the first mailing (cover letter, amendment, and check) as well as a copy of the cleared check.

Please have enclosed new original of the Thirty-Sixth Amendment recorded at your earliest convenience. Thank you for your attention to this matter.

Sincerely,


Jennifer Sisson

JS/am

Enclosures