

A07922

SISSON AND SISSON  
ATTORNEYS AT LAW  
2171 JEFFERSON DRIVE, SUITE 210  
GERMANTOWN, TENNESSEE 38136-6801

PETE SISSON  
JERRY SISSON  
T. MARK LEE

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

January 28, 1997

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

Re: Transfer of partnership interest  
Oak Creek Apartments, Ltd.  
Mission Hills Apartments, Ltd.

300002075023--S  
-01/31/97--01075--001  
\*\*\*\*105.00 \*\*\*\*\*52.50

To whom it may concern:

Enclosed please find two partnership amendments for the above referenced limited partnerships transferring a limited partnership interest. Also enclosed is a check in the amount of \$105.00 for filing fees.

Once recorded, please return the amendments to me.

Very truly yours,

SISSON AND SISSON

*T. Mark Lee*  
T. Mark Lee

TML/ab

Enclosures

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DIVISION OF CORPORATIONS  
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A07922

Name	OR 2-17
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 4, 1997

T. MARK LEE  
SISSON AND SISSON  
2171 JUDICAL DRIVE, SUITE 215  
GERMANTOWN, TN 38138-3801

SUBJECT: OAK CREEK APARTMENTS, LTD.  
Ref. Number: A07922

We have received your document for OAK CREEK APARTMENTS, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 197A00005760

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

PETE SISSON  
JERRY SISSON  
T. MARK LEE

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

February 13, 1997

Tammie Cline  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

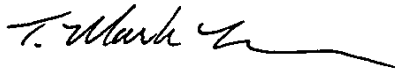
RE: Oak Creek & Mission Hills Apartments  
Ref. Nos. A07922 & A07923

Dear Tammie:

Enclosed please find the Original Documents for the filing  
of the partnership amendments.

Sincerely,

SISSON AND SISSON



T. Mark Lee

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DIVISION OF CORPORATIONS  
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Prepared By and Return To:  
Sisson and Sisson Attorneys  
2171 Judicial Drive, Suite 215  
Germantown, Tennessee 38138

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DIVISION OF CORPORATIONS  
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**THIRTEENTH AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE  
AND AGREEMENT OF LIMITED PARTNERSHIP  
OF OAK CREEK APARTMENTS, LTD.**

THIS THIRTEENTH 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; May 27, 1980; September 14, 1986; November 14, 1987; January 1, 1988; January 1, 1990; January 1, 1991; July 1, 1994, October 1, 1994, December 31, 1995, and September 30, 1996, 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 31st day of December, 1996, 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 412 Magnolia Avenue, Box 17, Panama City, Florida 32401 (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"), and the Limited Partners whose names and addresses are contained in the Agreement, (the "Limited Partners").

**W I T N E S S E T H:**

WHEREAS, the original Certificate was filed September 12, 1979; and

WHEREAS, the number for this Limited Partnership for the Secretary of State, Tallahassee, Florida is LP 7922; and

WHEREAS, the Parties hereto are all the Partners of a Oak Creek Apartments, Ltd. which owns, develop, and operates a 162-unit residential housing project in Jacksonville, Florida, for families and elderly persons of low and moderate income; and,

WHEREAS, it is the purpose of this Thirteenth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Milton S. Washington to Milton S. Washington, Trustee under the Milton S. Washington Trust Dated 3/26/96 in accordance with an Assignment of Partnership Interest executed by the parties.

WHEREAS, the parties hereto have agreed to enter into this Thirteenth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve the said transfer of interest and the admission of the Milton S. Washington, Trustee under the Milton S. Washington Trust Dated 3/26/96.

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 respective interests from Milton S. Washington to Milton S. Washington, Trustee under the Milton S. Washington Trust Dated 3/26/96.

SECOND: 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.

THIRD: Schedule "A" of the Partnership Agreement listing the name, address and partnership interest of the limited partners is hereby amended to delete:

"32. Milton S. Washington  
203 Bobby Lane  
Mt. Prospect, Illinois 60056 2.80%"

and Schedule "A" of the Partnership Agreement listing the name, address and partnership interest of the limited partners is hereby amended to add:

"32. Milton S. Washington, Trustee under the  
Milton S. Washington Trust Dated 3/26/96  
203 S. Bobby Lane  
Mount Prospect, Illinois 60056 2.80%"

FOURTH: Milton S. Washington, Trustee under the Milton S. Washington Trust Dated 3/26/96, hereby agrees to be bound by all of the terms of the Limited Partnership Agreement as amended.


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

IN WITNESS WHEREOF, this Thirteenth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Oak Creek Apartments, Ltd., has been executed by the parties as of the day and year above written.

GENERAL PARTNERS:

By: TESCO PROPERTIES, INC.  
(f/k/a UMIC Properties, Inc.)  
as Attorney-in-Fact, pursuant to  
Section 8.16 of the Partnership Agreement

By:

  
Jerry Sisson, President

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SPECIAL LIMITED PARTNER:  
OPPENHEIMER PROPERTIES SERVICES, INC.

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

By: Jerry Sisson  
Jerry Sisson, President

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

By: Jerry Sisson  
Jerry Sisson, President

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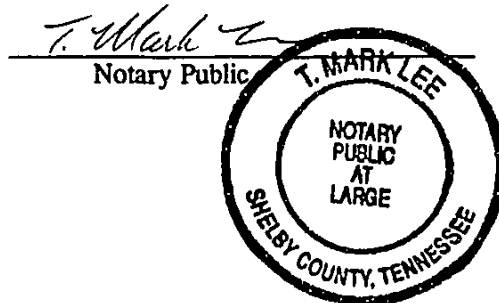
STATE OF TENNESSEE:  
COUNTY OF SHELBY :

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the Attorney-in-Fact for the General Partners of Oak Creek Apartments, Ltd., the within named bargainor, a 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 27<sup>th</sup> day of January, 1997.

My commission expires:

**My Commission Expires July 30, 1997**



STATE OF TENNESSEE:  
COUNTY OF SHELBY :

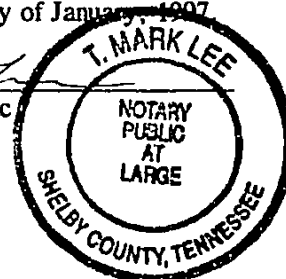
Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the Attorney-in-Fact of the Special Limited Partner of Oak Creek Apartments, Ltd., a limited partnership, the within named bargainor, 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 27 day of January, 1997.

My commission expires:

**My Commission Expires July 30, 1997**

*T. Mark Lee*  
Notary Public



STATE OF TENNESSEE:  
COUNTY OF SHELBY :

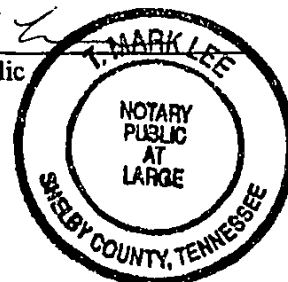
Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the Attorney-in-Fact for the Limited Partners of Oak Creek Apartments, Ltd., the within named bargainor, a 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 27 day of January, 1997.

My commission expires:

**My Commission Expires July 30, 1997**

*T. Mark Lee*  
Notary Public



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