

A07922

SISSON AND SISSON
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GERMANTOWN, TENNESSEE 38138-3801

PETE SISSON
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T. MARK LEE

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November 3, 1997

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

Re: Partnership Amendments
Oak Creek Apartments, Ltd.
Mission Hills Apartments, Ltd.

800002339668--4
-11/06/97--01006--001
****105.00 ****32.50

800002339668--4
-11/06/97--01006--001
****105.00 ****105.00


Dear Sir:

Enclosed please find a partnership amendment for Oak Creek Apartments, Ltd., and Mission Hills Apartments, Ltd., as well as a check in the amount of \$105.00 to cover the filing fees in this matter.

Please send me confirmation once these documents have been recorded.

Very truly yours,

SISSON AND SISSON



T. Mark Lee

TML/am

Enclosures

FILED
97 NOV -6 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A07922

Name	OK M7
Availability	OK
Document Examiner	OK
Update	OK
Update Verifier	OK
Acknowledged	OK
W. P. Verifier	OK

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THIS FOURTEENTH 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, September 30, 1996, and December 31, 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 30th day of June, 1997, 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").

WITNESSETH:

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 Fourteenth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of DeKalb Building Venture to Morris A. Kaplan, Robert B. Kaplan and Burton B. Kaplan in accordance with an Assignment of Partnership Interest executed by the parties.

WHEREAS, the parties hereto have agreed to enter into this Fourteenth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve the said transfer of interest and the admission of Morris A. Kaplan, Robert B. Kaplan and Burton B. Kaplan.

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 DeKalb Building Venture, to Morris A. Kaplan, Robert B. Kaplan and Burton B. Kaplan.

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:

"9. DeKalb Building Venture 3190 Doolittle Northbrook, Illinois 60062	2.80%"
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and Schedule "A" of the Partnership Agreement listing the name, address and partnership interest of the limited partners is hereby amended to add:

"9. a) Morris A. Kaplan 191 Waukegan Rd., Suite 205 Northfield, IL 60093	0.94%
b) Robert B. Kaplan 1625 Fish Creek Road Wilson, WY 83014	0.93%
c) Burton B. Kaplan 191 Waukegan Rd., Suite 209 Northfield, Illinois 60056	0.93%"

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TALLAHASSEE, FLORIDA

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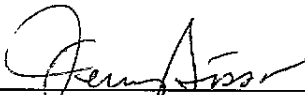
FOURTH: Morris A. Kaplan, Robert B. Kaplan and Burton B. Kaplan hereby agree to be bound by all of the terms of the Limited Partnership Agreement as amended.

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

IN WITNESS WHEREOF, this Fourteenth 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.

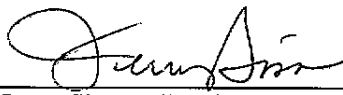
GENERAL PARTNERS:

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

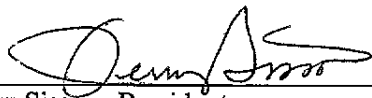
SPECIAL LIMITED PARTNER:
OPPENHEIMER PROPERTIES SERVICES, INC.

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, 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, President

STATE OF TENNESSEE:
COUNTY OF SHELBY :

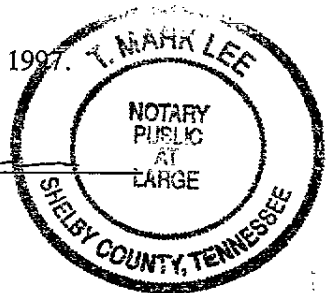
Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the 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 26 day of October, 1997.

My commission expires:

9/19/2001


Notary Public



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SECRETARY OF STATE
BIRMINGHAM, ALABAMA

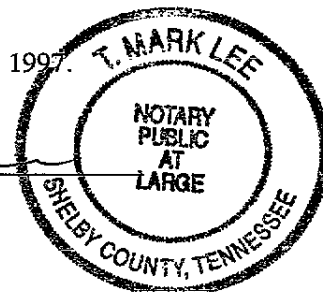
STATE OF TENNESSEE:
COUNTY OF SHELBY :

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 22 day of October, 1997.

My commission expires: 9/12/2001

T. Mark Lee
Notary Public



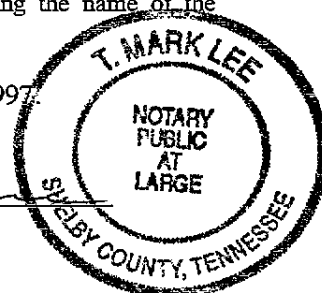
STATE OF TENNESSEE:
COUNTY OF SHELBY :

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 22 day of October, 1997.

My commission expires: 9/19/2001

T. Mark Lee
Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA