

A07922

Sisson + Sisson

Requestor's Name

2171 Judicial Dr., Ste 215

Address

German town, TN 38138-3801

City/State/Zip

Phone #

700002401837--9

-01/15/98--01084--001

\*\*\*\*105.00 \*\*\*\*105.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
98 JAN 15 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
Name	Other
Availability	
OTHER FILINGS	
Examiner	Annual Report
Up	Pictitious Name
Up	Name Reservation
Verifier	
Acknowledgement	
W. P. Verifier	

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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

FILED  
98 JAN 15 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

THIS FIFTEENTH 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, December 31, 1996, and June 30, 1997 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 Fifteenth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Wagner, Forester & Co., to Charles W. Wagner and Nancy L. Forster in equal parts in accordance with an Assignment of Partnership Interest executed by the parties.

WHEREAS, the parties hereto have agreed to enter into this Fifteenth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve the said transfer of interest and the admission of Charles W. Wagner and Nancy L. Forster.

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 Wagner, Forester & Co., to Charles W. Wagner and Nancy L. Forster.

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:

"18. Wagner, Forster & Co., a partnership  
c/o Norman H. Lane, Bryan, Cave  
120 Broadway, Suite 500  
Santa Monica, California 90401-2305

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

"18.a) Charles W. Wagner  
7408 Park Woods Drive  
Stockton, CA 95207

1.40%

b) Nancy L. Forster  
1516 Robbins Street  
Santa Barbara, CA 93101-4733

1.40%"

FOURTH: Charles W. Wagner and Nancy L. Forster 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 Fifteenth 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.

FILED  
98 JAN 15 AM 2:80  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

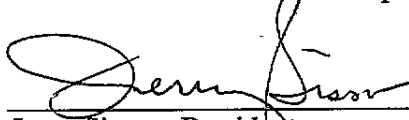
GENERAL PARTNERS:

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

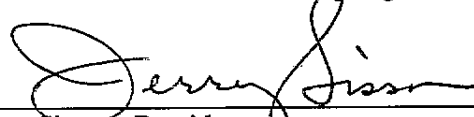
SPECIAL LIMITED PARTNER:  
OPPENHEIMER PROPERTIES SERVICES, INC.

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 :

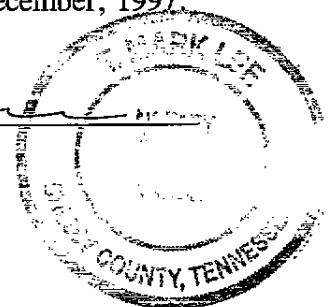
Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the 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 31st day of December, 1997

My commission expires:

9/19/2001

  
Notary Public



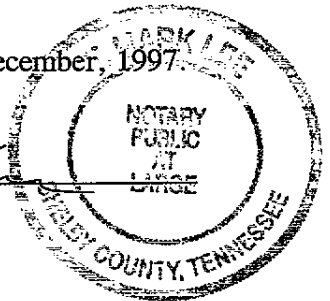
STATE OF TENNESSEE:  
COUNTY OF SHELBY :

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 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 31st day of December, 1997.

My commission expires: 9/19/2001

  
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.

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Notary Public

