

A07922
 Brian Patrick Ellison
 Ellison & Ellison

Requestor's Name

2171 Judicial Dr., Suite 215

Address

Germanatown, TN 38138-3801

City/State/Zip

Phone #

100002695081--5

-11/24/98--01032--002

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

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

A07922

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
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Prepared By and Return To:
Sisson and Sisson Attorneys
2171 Judicial Drive, Suite 215
Germantown, Tennessee 38138

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

THIS SIXTEENTH 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, June 30, 1997, and December 31, 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 13th day of November, 1998, 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 Sixteenth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of John Gering to Bernard R. Gering in accordance with an Assignment of Partnership Interest executed by the parties.

WHEREAS, the parties hereto have agreed to enter into this Sixteenth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve the said transfer of interest and the admission of Bernard R. Gering.

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 John Gering to Bernard R. Gering.

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:

"13. John Gering
7602 W. Adams
Forest Park, Illinois 60130 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:

"13. Bernard R. Gering
W162 N8356 Tamarack Drive
Menomonee Falls, Wisconsin 53051 2.80%"

FOURTH: Bernard R. Gering hereby agrees to be bound by all of the terms of the Limited Partnership Agreement as amended.

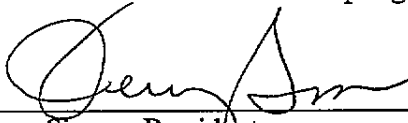
FIFTH: In all other respects, the Partnership Agreement, as amended, remains the same and in full force and effect.

IN WITNESS WHEREOF, this Sixteenth 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.

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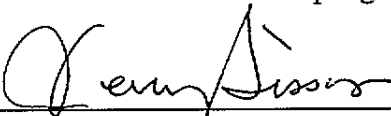
GENERAL PARTNERS:

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

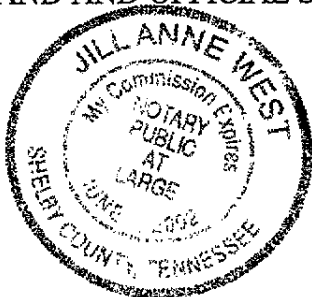
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STATE OF TENNESSEE:
COUNTY OF SHELBY :

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 13th day of November, 1998.

My commission expires:



Jill Anne West
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 13th day of November, 1998.

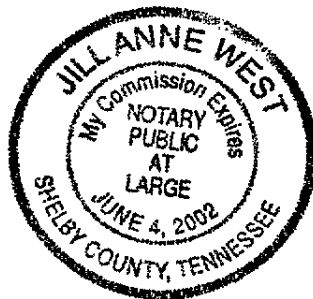
My commission expires:

STATE OF TENNESSEE:
COUNTY OF SHELBY :

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GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 13th day of November, 1998.

My commission expires:



Jill Anne West
Notary Public

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