

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

PETE SISSON  
JERRY SISSON  
BRYAN PATRICK GRIFFIN\*

TELEPHONE: (901) 759-1793  
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\*ALSO LICENSED IN ARKANSAS

A07922

September 10, 1999

The Offices of the Secretary of the State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/17/99--01044--007  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Oak Creek Apartments, L.P.  
Mission Hills Apartments, L.P.

To Whom it May Concern:

Enclosed please find two limited partnership amendments, for the above mentioned properties, to be entered along with the applicable filing fees. Also please find enclosed a copy of our original to be stamped and returned to the following address:

Law Offices of Sisson and Sisson  
2171 Judicial Drive, Suite 215  
Germantown, TN 38138-3801

Thank you for your prompt attention to this matter.

Sincerely,

SISSON AND SISSON

Bryan Patrick Griffin

BG/jy

FILED  
99 SEP 17 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

THIS SEVENTEENTH 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 November 13, 1998 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 10<sup>th</sup> day of September, 1999, 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 the Dave and Mildred Murray Family Trust dated February 1, 1996, David Rose and Irwin Fox Successor Trustees in equal parts in accordance with an Assignment of Partnership Interest executed by the

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parties to the following:

1. The David and Renee Rose Revocable Trust, dated July 20, 1999, David Rose and Renee Rose, Trustees;
2. The Balser Trust, dated February 11, 1990, Robert Balser and Cima Balser, Trustees;
3. Irwin Fox and Sondra Fox, joint tenants;
4. Gayle Ross.

WHEREAS, the parties hereto have agreed to enter into this Seventeenth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve the said transfer of interest and the admission of the four above mentioned parties.

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 the Dave and Mildred Murray Family Trust dated February 1, 1996, David Rose and Irwin Fox Successor Trustees to the following:

1. The David and Renee Rose Revocable Trust, dated July 20, 1999, David Rose and Renee Rose, Trustees;
2. The Balser Trust, dated February 11, 1990, Robert Balser and Cima Balser, Trustees;
3. Irwin Fox and Sondra Fox, joint tenants;
4. Gayle Ross.

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:

"23. David and Mildred Murray Family Trust  
1551 Greenfield Avenue, Apartment 304  
Los Angeles, CA 90025

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:

"23.a) The David and Renee Rose Revocable Trust  
2000 Pin Oak Place  
Danville, CA 94506

0.70%

b) The Balser Trust

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4316 Marina City Drive #719  
Marina Del Rey, CA 90292

0.70%

c) Irwin Fox and Sandra Fox, joint tenants  
P.O. Box 6765  
Incline, NV 89450

0.70%

e) Gayle Ross  
P.O. Box 6160  
Incline, NV 89450

0.70%”

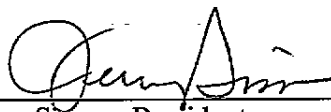
**FOURTH:** The David and Renee Rose Revocable Trust; The Balser Trust; Irwin Fox and Sandra Fox, joint tenants; and Gayle Ross hereby agree to be bound by all of the terms of the Limited Partnership Agreement as amended.

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

IN WITNESS WHEREOF, this Seventeenth 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.

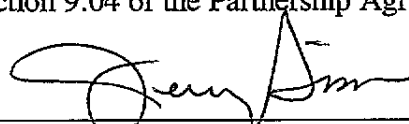
**GENERAL PARTNERS:**

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.**

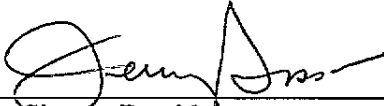
By: TESCO Properties, Inc., (f/k/a UMIC Properties, Inc.)  
as Attorney-in-Fact, pursuant to  
Section 9.04 of the Partnership Agreement.

By:   
Jerry Sisson, President

**LIMITED PARTNERS:**

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TALLAHASSEE, FLORIDA

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

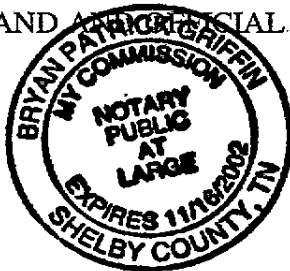
STATE OF TENNESSEE:  
COUNTY OF SHELBY :

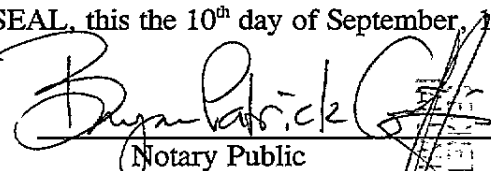
Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the 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 10<sup>th</sup> day of September, 1999.

My commission expires:

STATE OF TENNESSEE:  
COUNTY OF SHELBY :



  
Notary Public

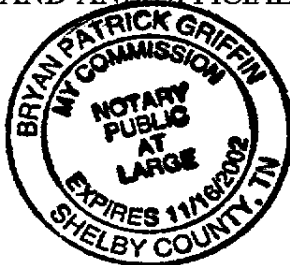
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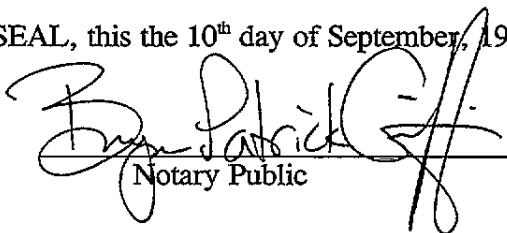
Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared JERRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the Attorney-in-Fact of the Special Limited Partner of Oak Creek Apartments, Ltd., 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 10<sup>th</sup> day of September, 1999.

My commission expires:

STATE OF TENNESSEE:  
COUNTY OF SHELBY :

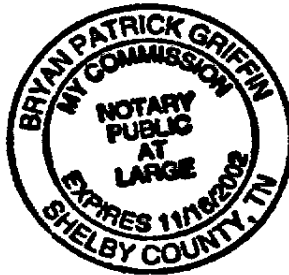


  
Notary Public

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, 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 10<sup>th</sup> day of September, 1999.

My commission expires:



*Bryan Patrick Griffin*  
Notary Public

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA