

**A07922**  
Sisson and Sisson  
Requester's Name  
2171 Judicial Drive, Suite 215  
Address  
Gerwantown, TN 38138-3801  
City/State/Zip Phone #

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 #)

FILED  
00 SEP 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-09/25/00--01138--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

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

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

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

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**A07922**  
*JR*

Examiner's Initials

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

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

FILED  
00 SEP 25 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS NINETEENTH AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP, amending that certain Certificate and Agreement of Limited Partnership dated September 1, 1979, and amended 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, December 31, 1997, November 13, 1998, September 10, 1999, and September 21, 1999, 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 1<sup>st</sup> day of January, 2000, 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 developed, owns, 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 Nineteenth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Seymour Grush who passed away April 8, 1999, leaving Bluma Grush, Glenn Grush, and Sherri Gilbert, Co-Trustees of Seymour Grush and Bluma Grush 1990 Trust dated December 6, 1990, in accordance with an Assignment of Partnership Interest executed by the parties.

WHEREAS, the parties hereto have agreed to enter into this Nineteenth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve the said transfer of interest and the admission of the 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 interest from Seymour Grush to Bluma Grush, Glenn Grush, and Sherri Gilbert, Co-Trustees of Seymour Grush and Bluma Grush 1990 Trust dated December 6, 1990.

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:

"15. Seymour Grush  
8320 Melrose Avenue, 2<sup>nd</sup> Floor  
Los Angeles, California 90069 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:

"15. Bluma Grush, Glenn Grush, and Sherri Gilbert,  
Co-Trustees of Seymour Grush and Bluma Grush  
1990 Trust dated 12/6/90  
5344 N. Collingwood Circle  
Calabasas, CA 91302 2.80%"

**FOURTH:** Bluma Grush, Glenn Grush, and Sherri Gilbert, Co-Trustees, 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 Nineteenth 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 PARTNERS:**  
**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

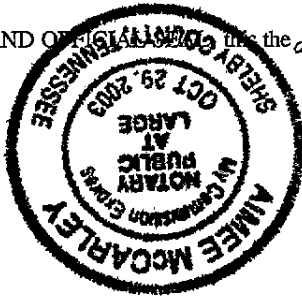
FILED  
00 SEP 25 PM 5:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 20<sup>th</sup> day of September, 2000.

My commission expires:



Aimee McCarley  
Notary Public  
FILED  
00 SEP 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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., 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 20<sup>th</sup> day of September, 2000.

My commission expires:



Aimee McCarley  
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, 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 20<sup>th</sup> day of September, 2000.

My commission expires:



Aimee McCarley  
Notary Public