

A07922

Sisson & Sisson Attorneys.
Requester's Name

2171 Judicial Drive, Ste 215
Address

Germanatown, TN 38138
City/State/Zip Phone #

Office Use Only

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

- 1. _____ (Corporation Name) _____ (Document #) **600007481806--7**
- 2. _____ (Corporation Name) _____ (Document #) **-09/03/02--01086--006**
*******52.50 *****52.50**
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- 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

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

02 SEP -3 AM 9:08
FILED
SECRETARY OF STATE
ALISA HASSEK, FLORIDA

Name Availability	<input type="checkbox"/>
Document Examiner	<input type="checkbox"/> Annual Report
Updater	<input type="checkbox"/> Fictitious Name
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	CR 20031(7/97) DCC

Examiner's Initials

A07922

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

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

02 SEP - 3 AM '02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

THIS TWENTY-SECOND 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 1, 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, September 21, 1999, May 18, 2001, and December 31, 2001, 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, 2002, 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 Twenty-Second Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Otto H. Ziemann, Trustee of the Frances N. Ziemann Revocable Trust dated October 1, 1987, to Trustees of the Ziemann Revocable Trust dated 29th day of May, 2002, in accordance with an Assignment of Partnership Interest executed by the parties; and,

WHEREAS, it is further the purpose of this Twenty-Second Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest of Morris A. Kaplan to Equity Resource Arlington Fund in accordance with an Assignment of Partnership Interest executed by the parties; and,

WHEREAS, it is further the purpose of this Twenty-Second Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest of Gail C. Huge and Gerald W. Huge, Joint Tenants with Rights of Survivorship to Equity Resource Arlington Fund in accordance with an Assignment of Partnership Interest executed by the parties; and,

WHEREAS, all parties hereto have agreed to enter into this Twenty-Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve the said transfers 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 Morris A. Kaplan to Equity Resource Arlington Fund.

SECOND: Each Partner hereby consents to the transfer of the interest from Gail C. Huge and Gerald W. Huge, Joint Tenants with the right of Survivorship, to Equity Resource Arlington Fund.

THIRD: Each partner hereby consents to the transfer of the interest from Otto H. Ziemann, Trustee of the Frances N. Ziemann Revocable Trust dated October 1, 1987, to Trustees of the Ziemann Revocable Trust dated 29th day of May, 2002.

FOURTH: 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.

FIFTH: Schedule "A" of the Partnership Agreement listing the names, addresses, and partnership interests of the limited partners is hereby amended to delete:

- | | | |
|--------|--|-------|
| "9. a) | Morris A. Kaplan
191 Waukegan Road
Northfield, IL 60093" | 0.94% |
| "17. | Gail C. Huge and
Gerald W. Huge, Joint Tenants with
Rights of Survivorship
7601 Fairway Woods Drive
Sarasota, FL 34238" | 2.80% |
| "34. | Otto H. Ziemann, Trustee of the
Frances N. Ziemann Revocable Trust
dated October 1, 1987
904 N. Charles Avenue
Gurnee, IL 60031" | 2.80% |

FILED
02 SEP - 3 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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) | Equity Resource Arlington Fund
44 Brattle Street
Cambridge, MA 02138 | 0.94%" |
| "17. | Equity Resource Arlington Fund
44 Brattle Street
Cambridge, MA 02138 | 2.80%" |
| "34. | Trustees of the Ziemann Revocable Trust
dated 29 th day of May, 2002, and as may
be Amended or Modified Thereafter
4912 Crystal Spring
Racine, WI 53406 | 2.80%" |

SIXTH: Equity Resource Arlington Fund hereby agrees to be bound by all of the terms of the Limited Partnership Agreement as amended.

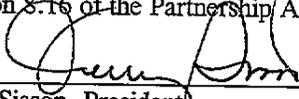
SEVENTH: Trustees of the Ziemann Revocable Trust hereby agree to be bound by all of the terms of the Limited Partnership Agreement as amended.

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

IN WITNESS WHEREOF, this Twenty-Second 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.

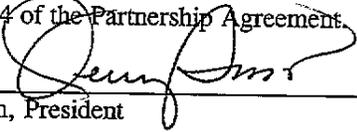
GENERAL PARTNERS:

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

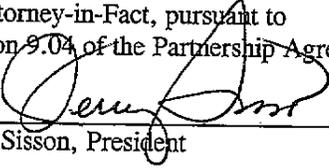
SPECIAL LIMITED PARTNERS:
OPPENHEIMER PROPERTIES SERVICES, INC.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP -3 AM 9:08

FILED

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 28th day of August, 2002.

My commission expires



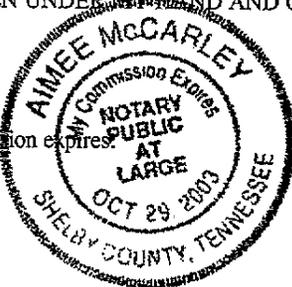
Aimee McCarley
Notary Public

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 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 28th day of August, 2002.

My commission expires



Aimee McCarley
Notary Public

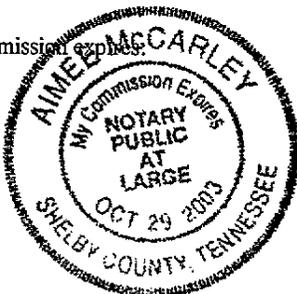
FILED
2002-08-28
-3 AM 9:08
CLERK OF THE
SHELBY COUNTY, TENNESSEE, FILED

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 28th day of August, 2002.

My commission expires



Aimee McCarley
Notary Public