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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

THIS TWENTY-THIRD 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, September 21, 1999, May 18, 2001, December 31, 2001, and June 30, 2002, 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, 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 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-Third Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Douglas M. Sandefur 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-Third 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 party.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, the parties agree as follows:

<u>FIRST</u>: Each Partner hereby consents to the transfer of the interest from Douglas M. Sandefur to Equity Resource Arlington Fund.

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 partnership interest.

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

"29. Douglas M. Sandefur2280 E. Valley Parkway, #142Escondido, California 92027"

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:

"29. Equity Resource Arlington Fund
 44 Brattle Street, 4<sup>th</sup> Floor
 Cambridge, MA 02138

2.80%"

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

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

IN WITNESS WHEREOF, this Twenty-Third 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.

Jerry Sisson, President

### **GENERAL PARTNERS:** By: TESCO Properties, Inc., f/k/a UMIC Properties, as Attorney-in-Fact, pursuant to Section 8.16 of the Papindrship 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.

#### · 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 3rd day of December, 2002.

My commission expires

NOTARY
PUBLIC

ARGE

STATE OF TENNESSEE:

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 Crack 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 3rd day of December, 2002.

My commission expires

NOTARY
PUBLIC
AT
LANGE
COUNTY, TENNESSEE

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 3rd day of December, 2002.

Arme Mc Carley Notary Public

Arme McCarley
Notary Public

Commissio, Commissio, Public

My commission e