

A07922

FILED

2005 MAY 23 P 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

SISSON AND SISSON

ATTORNEYS AT LAW

2171 JUDICIAL DRIVE, SUITE 215

GERMANTOWN, TENNESSEE 38138-3801

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

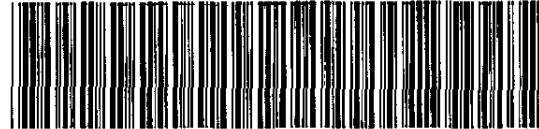
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

AL

Office Use Only



200054909982

05/23/05--01049--001 **52.50

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

PETE SISSON
JERRY SISSON

FILED
TELEPHONE: (901) 759-1793
FAX: (901) 759-7250
2005 MAY 23 P 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 16, 2005

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Oak Creek Apartments, Ltd.

Dear Sir or Madam:

Enclosed please find the Twenty-Eighth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership of Oak Creek Apartments, Ltd. Also enclosed is a check in the amount of \$52.50 to cover the filing fee.

Thank you for your attention to this matter.

Very truly yours,

SISSON AND SISSON

Jerry Sisson/am
Jerry Sisson

JS/am

Enclosures

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

FILED

2005 MAY 23 P 3: 08

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS TWENTY-EIGHTH 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; January 1, 2000; May 11, 2001; December 31, 2001; June 30, 2002; December 31, 2002, August 14, 2003, June 30, 2004, December 31, 2003, and January 1, 2004, 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 11th day of May, 2005, 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 1002 W. 23rd Street, Suite 400, Panama City, Florida 32405 (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 1114 Avenue of the Americas, 17th Floor, New York, NY 10036 (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 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-Eighth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to correct the transfer date of the 2.80% limited partnership interest of Marion Achtentuch to Equity Resource Dover Fund to the date of January 3, 2005; and,

WHEREAS, it is further the purpose of this Twenty-Eighth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to restate the limited partners' interest in the partnership as they exist pursuant to this and all prior amendments.

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

FIRST: Each Partner hereby consents to the correction of the transfer date of interest from Marion Achtentuch to Equity Resource Dover Fund effective January 3, 2005.

SECOND: The requirements of Sections 11.02 and 11.03 of the Partnership Agreement shall be deemed and are hereby satisfied with regard to the transfer of the partnership interest.

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

FOURTH: The limited partners, their names, addresses, and partnership interests are hereby restated and set forth on Schedule "A" attached hereto and made a part hereof.

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

IN WITNESS WHEREOF, this Twenty-Eighth 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:

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

2005 MAY 23 P 3:08

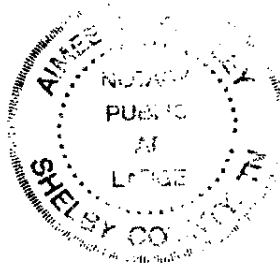
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 12th day of May, 2005.

My commission expires:
8-21-07



Aimee McCrley
Notary Public

FILED
2005 MAY 23 P 3:06
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 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 12th day of May, 2005.

My commission expires:
8-21-07



Aimee McCrley
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 12th day of May, 2005.

My commission expires:
8-21-07



Aimee McCrley
Notary Public

OAK CREEK APARTMENTS, LTD.
SCHEDULE A

FILED
5.60% 2005 MAY 23 P 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Anthony J. Mertel, Trustee of the
A.J.M. Trust U/T/A dated August 10, 1994
2113 12th Street
Peru, IL 61354

2.80%

John F. Ansbro, M.D.
6199 River Bluff Drive
Newburgh, IN 47630

.70%

The Balser Trust
4316 Marina City Drive #719
Marina Del Rey, CA 90292

2.80%

Sidney Barsky, M.D.
519 Atwood Court
Elmhurst, IL 60126

2.80%

Edward I. Brown and Linda Jo Brown as Trustees of the
Community Property Trust Under the Brown Family Trust
dated May 1, 1986
515 North Elm Drive
Beverly Hills, CA 90210

2.80%

Tanis Bryan, Ph.D.
7918 N. 47th Street
Paradise Valley, AZ 85253

2.80%

Henry P. Eickelberg
RR 4124
Long Grove, IL 60047

2.80%

Joan C. Eickelberg
RR 4124
Long Grove, IL 60047

10.27%

Equity Resource Arlington
44 Brattle Street, 4th Floor
Cambridge, MA 02138

5.60%

Equity Resource Dover Fund
44 Brattle Street, 4th Floor
Cambridge, MA 02138

Equity Resource Lexington Fund
44 Brattle Street, 4th Floor
Cambridge, MA 02138

5.60%

Equity Resource Fund XVI
c/o Mr. Eggert Dagson
14 Story Street
Cambridge, MA 02138

2.80%

Estate of Robert S. Fantl, M.D.
Susan Fantl, Executor
1710 West Fir
Fresno, CA 93711

2.80%

Nancy L. Forster
1516 Robbins Street
Santa Barbara, CA 93101-4733

1.40%

Irwin Fox and Sandra Fox, joint tenants
P.O. Box 5853
Incline Village, NV 89450

.70%

Theodore Goldstein, M.D.
120 South Spaulding Drive
Suite 400
Beverly Hills, CA 90212

2.80%

Bluma Grush, Glenn Grush, and Sheri Gilbert, Co-Trustees of
Seymour Grush and Bluma Grush
1990 Trust dated 12/6/90
5617 Terra Bella Lane
Camarillo, CA 93012

2.80%

Eugene Robert Heidelbergbauer
1349 Hawthorne Lane
Glenview, IL 60025

1.40%

Kristin Heidelbergbauer-Armstrong
429 Ridge Avenue
Clarendon Hills, IL 60514

1.40%

Robert B. Kaplan
357 Road 58A
Ten Sleep, WY 82442-8854

.93%

FILED

2005 MAY 23 P 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jerome H. Levinson
Two Currier Way
Cheshire, CT 06410

2.80%

Mary H. MacSherry
P.O. Box 898
Watertown, NY 13601

FILED

2005 MAY 23 P 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2.80%

Paul R. Madsen, M.D.
391 E. Lindbrook Lane
Fresno, CA 93720

The David and Renee Rose Revocable Trust
2000 Pin Oak Place
Danville, CA 94506

.70%

Harold W. Nix
3400 Renee Drive
Evansville, IN 47711

2.80%

Oppenheimer Properties Services, Inc.
c/o Family Office Group
1114 Avenue of the Americas, 17th Floor
New York, NY 10036

.50%

Alice M. Peters
4829 Grouse Run Drive
Stockton, CA 95207-8307

2.80%

Walter J. Picker and wife, Ann M. Picker
Joint Tenants (with right of survivorship)
4800 Windsor Boulevard
Cambria, CA 93428

2.80%

John J. Riccardo and wife, Thelma L. Riccardo
Joint Tenants (with right of survivorship)
752 Hidden Ravines Trail
Birmingham, MI 48009

2.80%

Gayle Ross
276 Tramway Road
Incline Village, NV 89451

.70%

John Sterne, M.D.
28 Johnson Place
Evansville, IN 47714

2.80%

Chester Szafraniec Trust dated June 17, 1988
1475 Luther Lane
Arlington Heights, IL 60004

2.80%

Charles W. Wagner
311 E. Main Street, Suite 500
Stockton, CA 95202

FILED

2005 MAY 23 P 3: 04

2.40%

Milton S. Washington, Trustee under the
Milton S. Wasington Trust dated 3/26/96
203 Bobby Lane
Mt. Prospect, IL 60056

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2.80%

Ben E. Woodward and wife, Peggy C. Woodward
Joint Tenants (with right of survivorship)
27 Vintage Road
Tyron, NC 28782

2.80%

Otto H. Ziemann, Trustee of the Frances N. Ziemann
Revocable Trust dated October 1, 1987
4912 Crystal Spring
Racine, WI 53406

2.80%