

A07922

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

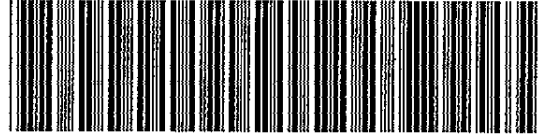
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

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

PETE SISSON  
JERRY SISSON

TELEPHONE: (901) 759-1793  
FAX: (901) 759-7250

December 29, 2005

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

Re: Oak Creek Apartments, Ltd.

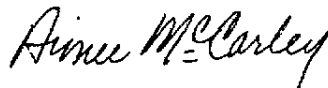
Dear Sir or Madam:

Enclosed please find the Thirty-First Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Oak Creek Apartments, Ltd. I have also enclosed a check in the amount of \$52.50 to pay the filing fee for this Amendment.

Thank you for your attention to this matter.

Sincerely,

SISSON AND SISSON



Aimee McCarley

Enclosures

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

APPROPRIATE  
FILE

06 JAN -3

SECRETARY (TALLAHASSEE, FLORIDA)

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

THIS THIRTY-FIRST 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, January 1, 2004, May 11, 2005, March 31, 2005, and December 31, 2005, 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 31<sup>st</sup> day of December, 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. 23<sup>rd</sup> 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, 17<sup>th</sup> 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, **A07922**

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 Thirty-First Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the 1.40% limited partnership interest of Eugene Robert Heidelberg to Equity Resource Dover Fund.

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

FIRST: Each Partner hereby consents to the transfer of 1.40% interest from Eugene Robert Heidelberg to Equity Resource Dover Fund.

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.

"Eugene Robert Heidelbauer 1349 Hawthorne Lane Glenview, IL 60025"	1.40%
--	-------

“Equity Resource Dover Fund 44 Brattle Street Cambridge, MA 02138”	1.40%
--	-------

IN WITNESS WHEREOF, this Thirty-First 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.

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

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

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

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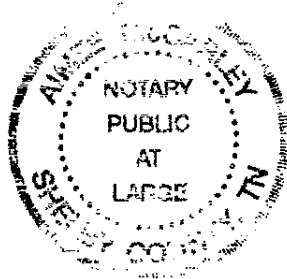
FILED

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 23<sup>rd</sup> day of December, 2005.

My commission expires:  
August 21, 2007



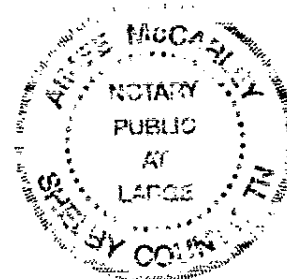
Amy McCaskey  
Notary Public

STATE OF TENNESSEE:  
COUNTY OF SHELBY :

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August 21, 2007



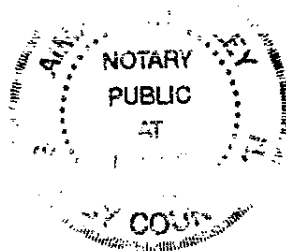
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My commission expires:  
August 21, 2007



Amy McCaskey  
Notary Public

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED