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

PETE SISSON  
JERRY SISSON  
JENNIFER SISSON

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

May 14, 2007

Florida Department of State  
Corporations Division  
2661 Executive Center Circle  
Clifton Building  
Tallahassee, FL 32301

Re: **Oak Creek Apartments, Ltd.**

To Whom It May Concern:

Enclosed please find the thirty-fifth amendment for the above referenced entity. Also enclosed is a check in the amount of \$52.50 to pay the filing fee.

Thank you for your attention to this matter.

Very truly yours,

SISSON AND SISSON



Aimee McCarley

Enclosures

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

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

THIS THIRTY-FIFTH 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, December 31, 2005, December 31, 2006, and March 31, 2007, 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 March, 2007, 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 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 Thirty-Fifth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the 1.40% limited partnership interest of Kristin Heidelbauer-Armstrong to AHP Holdings LLC; to transfer the 2.80% limited partnership interest of Jerome H. Levinson to AHP Holdings LLC; and to transfer the 5.60% limited partnership interest of A.J.M. Trust U/T/A dated August 10, 1994, to AHP Holdings LLC; and,

WHEREAS, it is further the purpose of this Thirty-Fifth Amendment to the 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 transfer of 1.40% interest from Kristin Heidelbauer-Armstrong to AHP Holdings LLC; the transfer of 2.80% interest from Jerome H. Levinson to AHP Holdings LLC; and the transfer of 5.60% interest from A.J.M. Trust U/T/A dated August 10, 1994, to AHP Holdings LLC.

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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: AHP Holdings LLC hereby agrees to be bound by all of the terms of the Limited Partnership Agreement, as amended.

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

"Kristin Heidelberg-Armstrong 1.40%  
429 Ridge Avenue  
Clarendon Hills, IL 60514"

"Jerome H. Levinson 2.80%  
Two Currier Way  
Cheshire, CT 06410"

"Anthony J. Mertel, Trustee of the 5.60%  
A.J.M. Trust U/T/A dated August 10, 1994  
2113 12<sup>th</sup> Street  
Peru, IL 61354"

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

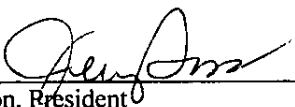
"AHP Holdings LLC 23.80%  
72 Commercial Street, Suite 11  
Portland, ME 04101"

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

IN WITNESS WHEREOF, this Thirty-Fifth 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.

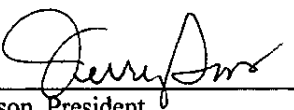
GENERAL PARTNERS:

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.

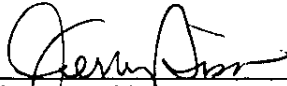
By: TESCO Properties, Inc., (f/k/a UMIC Properties, Inc.)  
as Attorney-in-Fact, pursuant to  
Section 9.04 of the Partnership Agreement.

By:   
Jerry Sisson, President

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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.

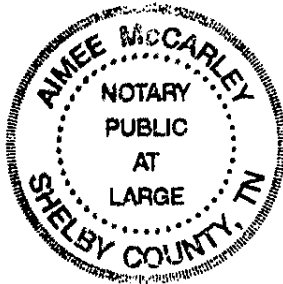
By:   
Jerry Sisson, President

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 7<sup>th</sup> day of May, 2007.

My commission expires: August 21, 2007



  
Notary Public

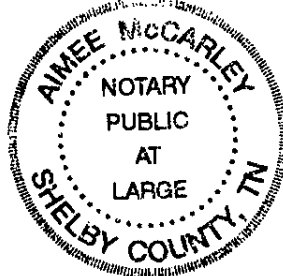
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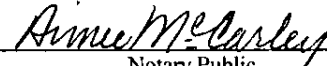
STATE OF TENNESSEE:  
COUNTY OF SHELBY :

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 7<sup>th</sup> day of May, 2007.

My commission expires: August 21, 2007



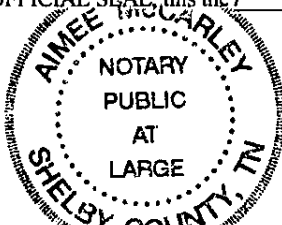
  
Notary Public

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 7<sup>th</sup> day of May, 2007.

My commission expires: August 21, 2007



  
Notary Public

OAK CREEK APARTMENTS, LTD.  
SCHEDULE A

AHP Holdings LLC 72 Commercial Street, Suite 11 Portland, ME 04101	23.80%
The Balser Trust 4316 Marina City Drive #719 Marina Del Rey, CA 90292	.70%
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%
Henry P. Eickelberg RR 4124 Long Grove, IL 60047	2.80%
Joan C. Eickelberg RR 4124 Long Grove, IL 60047	2.80%
Equity Resource Arlington 44 Brattle Street, 4 <sup>th</sup> Floor Cambridge, MA 02138	10.2%
Equity Resource Dover Fund 44 Brattle Street, 4 <sup>th</sup> Floor Cambridge, MA 02138	7.7%
Equity Resource Fund XVI c/o Mr. Eggert Dagson 14 Story Street Cambridge, MA 02138	2.80%
Equity Resource Lexington Fund 44 Brattle Street, 4 <sup>th</sup> Floor Cambridge, MA 02138	5.60%
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%

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Irwin Fox and Sandra Fox, joint tenants P.O. Box 5853 Incline Village, NV 89450	.70%
Theodore Goldstein, M.D. 120 South Spalding 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%
Linda Isaacs 203 S. Bobby Lane Mount Prospect, IL 60056	2.80%
Robert B. Kaplan 357 Road 58A Ten Sleep, WY 82442-8854	.93%
Mary H. MacSherry P.O. Box 898 Watertown, NY 13601	2.80%
Paul R. Madson, M.D. 391 E. Lindbrook Lane Fresno, CA 93720	2.80%
Oppenheimer Properties Services, Inc. c/o Family Office Group 1114 Avenue of the Americas, 17 <sup>th</sup> Floor New York, NY 10036	2.80%
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%
The David and Renee Rose Revocable Trust 2000 Pin Oak Place Danville, CA 94506	.70%

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John Sterne, M.D. 2.80%  
28 Johnson Place  
Evansville, IN 47714

Chester Szafraniec Trust dated June 17, 1988 2.80%  
1475 Luther Lane  
Arlington Heights, IL 60004

Charles W. Wagner 1.40%  
311 E. Main Street, Suite 500  
Stockton, CA 95202

Otto H. Ziemann, Trustee of the Frances N. Ziemann 2.80%  
Revocable Trust dated October 1, 1987  
4912 Crystal Spring  
Racine, WI 53406

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