

A07922

(Requestor's Name)

SISSON AND SISSON

ATTORNEYS AT LAW

2171 JUDICIAL DRIVE, SUITE 215

GERMANTOWN, TENNESSEE 38138-3801

(City/State/Zip/Phone #)

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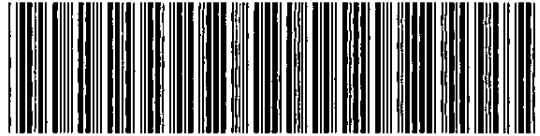
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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

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

THIS THIRTY-NINTH 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, March 31, 2007, and June 30, 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 30th day of September, 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. 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 Thirty-Ninth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the 2.80% limited partnership interest of Joan C. Eickelberg to SHP Acquisitions IV, LLC; and,

WHEREAS, it is further the purpose of this Thirty-Ninth 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 2.80% interest from Joan C. Eickelberg to SHP Acquisitions IV, LLC.

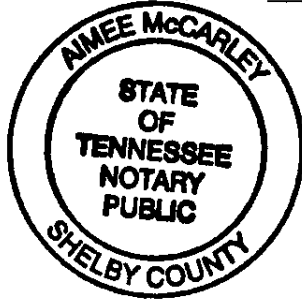
SECOND: The requirements of Sections 11.02 and 11.03 of the Partnership Agreement shall be deemed and are hereby satisfied with regard to the transfer of the partnership interest.

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 13th day of November, 2007.

My commission expires: 7/10/11



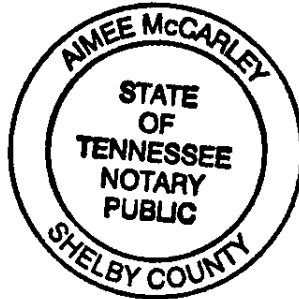
Aimee McCarley
Notary Public

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 for the Special 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 ____ day of November, 2007.

My commission expires: 7/10/11



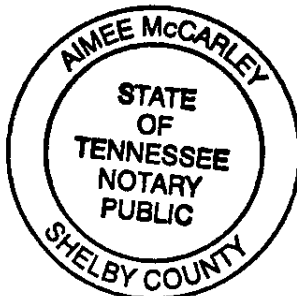
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My commission expires: 7/10/11



Notary Public

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OAK CREEK APARTMENTS, LTD.
SCHEDULE A

AHP Holdings LLC 72 Commercial Street, Suite 11 Portland, ME 04101	26.60%
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%
Equity Resource Arlington 44 Brattle Street, 4 th Floor Cambridge, MA 02138	10.25%
Equity Resource Dover Fund 44 Brattle Street, 4 th Floor Cambridge, MA 02138	7.90%
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 th Floor Cambridge, MA 02138	5.60%
Estate of Robert S. Fantl, M.D. Susan Fantl, Executor 1710 West Fir Freson, 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%

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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%
Robert B. Kaplan 357 Road 58A Ten Sleep, WY 82442-8854	.93%
Paul R. Madson, M.D. 391 E. Lindbrook Lane Fresno, CA 93720	2.80%
Alice M. Peters 4829 Grouse Run Drive Stockton, CA 95207-8307	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%
SHP Acquisitions IV, LLC 72 Commercial Street, Suite 11 Portland, ME 04101	16.80%
Charles W. Wagner 311 E. Main Street, Suite 500 Stockton, CA 95202	1.40%
Otto H. Ziemann, Trustee of the Frances N. Ziemann Revocable Trust dated October 1, 1987 4912 Crystal Spring Racine, WI 53406	2.80%

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