

A07922

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

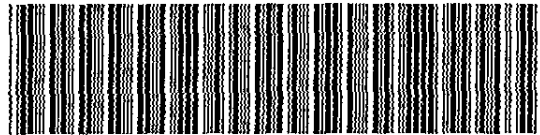
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400023849454

10/17/03--01078--014 **52.50

FILED
2003 OCT 17 AM 9:00
ALABAMA DEPARTMENT OF REVENUE
MONTGOMERY, ALABAMA

J. BRYAN OCT 27 2003

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) 759-7255

October 13, 2003

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

Re: Amendment to **Mission Hills Apartments, Ltd.**
Amendment to **Oak Creek Apartments, Ltd.**

To Whom It May Concern:

Enclosed please find **two (2)** amendments: Twenty-Fourth Amendment to Amended and Restated Certificate and Agreement of Oak Creek Apartments, Ltd.; and Twenty-Fourth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Mission Hills Apartments, Ltd. Also enclosed are two checks for \$52.50 each, payable to Florida Secretary of State, to pay the filing fees.

Please forward to my attention something which will reflect that these amendments have been filed. Thank you for your attention to this matter.

Sincerely,

SISSON AND SISSON

Aimee McCarley

Aimee McCarley

Enclosures

FILED
2003 OCT 17 AM 9:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
2003 OCT 17 AM 9:00
TALLAHASSEE, FLORIDA

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

THIS TWENTY-FOURTH 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, June 30, 2002; and December 31, 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 14th day of August, 2003, 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 is LP 7922; 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-Fourth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Andrew Bisset to Equity Resource Arlington Fund in accordance with an Assignment of Partnership Interest executed by the parties; and,

WHEREAS, it is the purpose of this Twenty-Fourth Amendment of the Amended and Restated Certificate and Agreement of Limited Partnership to transfer all interest in the partnership of Burton B. Kaplan 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-Fourth 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:

FIRST: Each Partner hereby consents to the transfer of the interest from Andrew Bisset to Equity Resource Arlington Fund.

SECOND: Each Partner hereby consents to the transfer of the interest from Burton B. Kaplan to Equity Resource Arlington Fund.

THIRD: 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.

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

	"4.	Andrew Bisset	2.80%
		1111 Pequit Avenue	
		Southport, Connecticut 06490"	
and	"9.c)	Burton B. Kaplan	0.93%
		191 Waukegan Rd., Suite 209	
		Northfield, Illinois 60056"	

and Schedule "A" of the Partnership Agreement listing the name, address and partnership interest of the limited partners is hereby amended to add:

	"4.	Equity Resource Arlington Fund	2.80%
		44 Brattle Street	
		Cambridge, MA 02138"	
and	"9.c)	Equity Resource Arlington Fund	0.93%
		44 Brattle Street	
		Cambridge, MA 02138"	

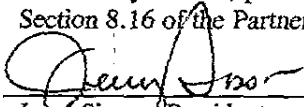
FIFTH: Equity Resource Arlington Fund hereby agrees to be bound by all of the terms of the Limited Partnership Agreement as amended.

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

IN WITNESS WHEREOF, this Twenty-Fourth 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:

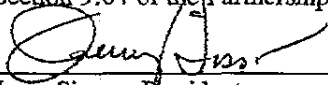
By: TESCO Properties, Inc., f/k/a UMIC Properties, Inc.,
as Attorney-in-Fact, pursuant to
Section 8.16 of the Partnership Agreement

By: 
Jerry Sisson, President

FILED
2003 OCT 17 AM 9:00
CLERK OF SUPERIOR COURT
FALL MASSEE, FLORIDA

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.

By: 
Jerry Sisson, President

FILED
2003 OCT 17 AM 9:00
CORPORATIONS
TALLAHASSEE, FLORIDA

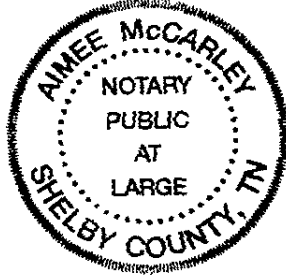
STATE OF TENNESSEE:
COUNTY OF SHELBY :

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 7th day of October, 2003.

My commission expires:

8-21-07



Aimee McCarley
Notary Public
2003 OCT 17 AM 9:00
FILED
ALLAHASSEE, FLORIDA

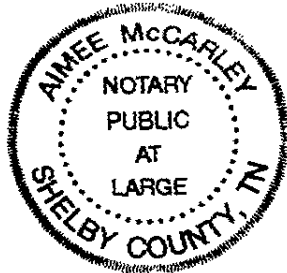
STATE OF TENNESSEE:
COUNTY OF SHELBY :

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 of 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 7th day of October, 2003.

My commission expires:

8-21-07



Aimee McCarley
Notary Public

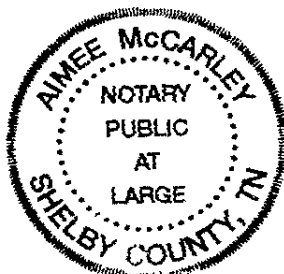
STATE OF TENNESSEE:
COUNTY OF SHELBY :

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 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 7th day of October, 2003.

My commission expires:

8-21-07



Aimee McCarley
Notary Public