

AD7923

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12 MAY 30 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAY 31 2012
EXAMINER

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

PETE SISSON (1927-2009)
JERRY SISSON
JENNIFER SISSON

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

May 23, 2012

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

Re: Mission Hills Apartments, Ltd.

To Whom It May Concern:

Enclosed please find an amendment to the partnership of Mission Hills Apartments, Ltd.
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

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

FILED
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TALLAHASSEE, FLORIDA

FORTY-SIXTH AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP OF MISSION HILLS APARTMENTS, LTD.

Ad 7923

THIS FORTY-SIXTH 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; September 30, 2007; June 30, 2007; March 31, 2007; December 31, 2008; January 1, 2008; June 1, 2009, and January 1, 2012, 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 1st day of January, 2012, 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 7923; and,

WHEREAS, the Parties hereto are all the Partners of Mission Hills Apartments, Ltd. which developed, owns, and operates a 112-unit residential housing project in Tallahassee, Florida, for families and elderly persons of low and moderate income; and,

WHEREAS, Robert B. Kaplan owns .93% limited partnership interest in Mission Hills Apartments, Ltd.; and,

WHEREAS, it is the purpose of this Forty-Sixth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to transfer the .93% limited partnership interest of Robert B. Kaplan to Belveron Partners Fund II, LP; and,

WHEREAS, it is further the purpose of this Forty-Sixth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to restate the limited partners' interest in the partnership as it exists 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 the .93% limited partnership interest from Robert B. Kaplan to Belveron Partners Fund II, LP.

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: Belveron Partners Fund II, LP 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:

"Robert B. Kaplan .93%
357 Road 58A
Ten Sleep, WY 82442-8854"

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

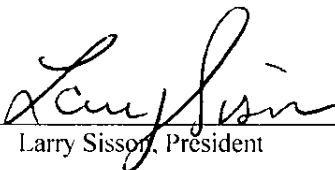
"Belveron Partners Fund II, LP 58.33%
268 Bush Street #3534
San Francisco, CA 94104"

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

IN WITNESS WHEREOF, this Forty-Sixth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Mission Hills Apartments, Ltd., has been executed by the parties as of the day and year above written.

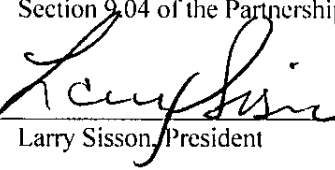
GENERAL PARTNERS:

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

By: 
Larry 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: 
Larry Sisson, President

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12 MAY 30 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: *Larry Sisson*
Larry Sisson, President

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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 LARRY 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 Mission Hills 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 22nd day of May, 2012.

My commission expires:
4-8-15



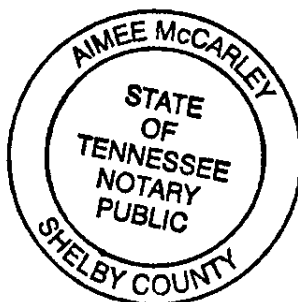
Aimee McCarley
Notary Public

STATE OF TENNESSEE:
COUNTY OF SHELBY :

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared LARRY 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 Mission Hills 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 22nd day of May, 2012.

My commission expires:
4-8-15



Aimee McCarley
Notary Public

STATE OF TENNESSEE:
COUNTY OF SHELBY :

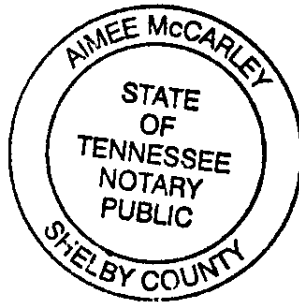
Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared LARRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the Attorney-in-Fact for the Limited Partners of Mission Hills 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.

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Aimee McCarley
Notary Public

My commission expires:

4-8-15



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MISSION HILLS APARTMENTS, LTD.
SCHEDULE A

The Balser Trust 4316 Marina City Drive #719 Marina Del Rey, CA 90292	.70%
Belveron Partners Fund II, LP 268 Bush Street #3534 San Francisco, CA 94104	58.33%
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%
Equity Resource Arlington 44 Brattle Street, 4 th Floor Cambridge, MA 02138	10.27%
Equity Resource Dover Fund 44 Brattle Street, 4 th Floor Cambridge, MA 02138	7.70%
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 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%

The Grush Living Trust U/A/D 11/30/1998 Glenn Grush and Sherri Grush Trustees P.O. Box 1769 Agoura Hills, CA 91376	2.80%
Oppenheimer Properties Services, Inc. 1114 Avenue of the Americas, 17 th Floor New York, NY 10036	.50%
The David and Renee Rose Revocable Trust 2000 Pin Oak Place Danville, CA 94506	.70%
Charles W. Wagner 311 E. Main Street, Suite 500 Stockton, CA 95202	1.40%