

# A07923

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

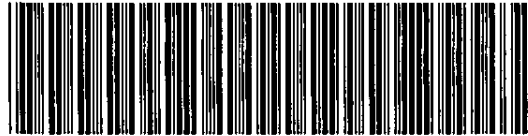
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000243695480

01/18/13--01016--004 \*\*52.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2013 JAN 18 PM 2:08

C. LEWIS  
JAN 22 2013  
EXAMINER

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2013 JAN 18 PM 2:08

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

A07923

THIS FORTY-EIGHTH 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; January 1, 2012, and August 16, 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 1<sup>st</sup> 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. 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"); JPL HOLDINGS, a Tennessee general partnership, with its principal offices at 2171 Judicial Drive, Germantown, Tennessee (the "Special Limited Partner"), and the Limited Partners whose names and addresses are contained in the Agreement, (the "Limited Partners").

WITNESSETH:

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, Oppenheimer Properties Services, Inc. owns .50% special limited partnership interest in Mission Hills Apartments, Ltd.; and,

WHEREAS, Oppenheimer Properties Services, Inc. wishes to transfer its special limited partnership interest to JPL Holdings; and,

WHEREAS, it is the purpose of this Forty-Eighth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to transfer the .50% special limited partnership interest of Oppenheimer Properties Services, Inc. to JPL Holdings; and,

WHEREAS, the Parties hereto have agreed to enter into this Forty-Eighth Amendment to the Amended and Restated Certificate of Limited Partnership to approve said transfer.

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 .50% special limited partnership interest from Oppenheimer Properties Services, Inc. to JPL Holdings.

SECOND: JPL Holdings hereby agrees to be bound by all of the terms and provisions of the Limited Partnership Agreement, as amended.

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

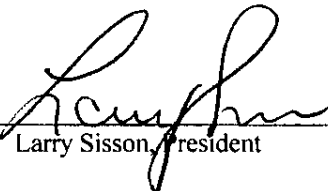
FOURTH: The Certificate and Agreement of Limited Partnership of Mission Hills Apartments, Ltd. is hereby amended to reflect the transfer from Oppenheimer Properties Services, Inc. to JPL Holdings.

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

IN WITNESS WHEREOF, this Forty-Eighth 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.

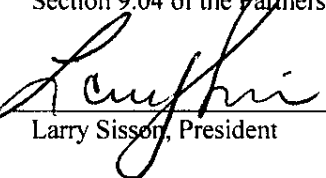
GENERAL PARTNERS:

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

LIMITED PARTNERS AND SPECIAL  
LIMITED PARTNER:

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2013 JAN 18 PM 2:08

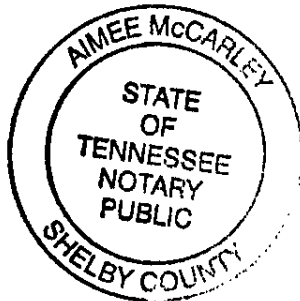
STATE OF TENNESSEE:  
COUNTY OF SHELBY :

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 10th day of January, 2013.

My commission expires:

4-8-2015



Aimee McCarley  
Notary Public

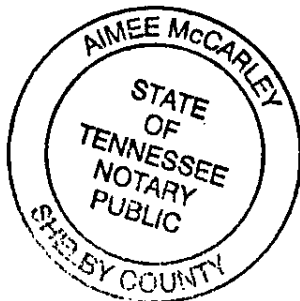
STATE OF TENNESSEE:  
COUNTY OF SHELBY :

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 all Limited Partners and 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 10th day of January, 2013.

My commission expires:

4-8-2015



Aimee McCarley  
Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2013 JAN 18 PM 2:08