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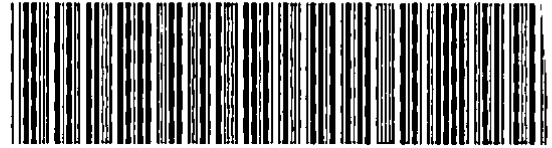
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SISSON AND SISSON
ATTORNEYS AT LAW
2171 JUDICIAL DRIVE, SUITE 215
GERMANTOWN, TENNESSEE 38138-3801

PETE SISSON (1927-2009)
JERRY SISSON
JENNIFER SISSON

TELEPHONE: (901)
FAX: (901)

September 20, 2019

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

Re: Mission Hills Apartments, Ltd.

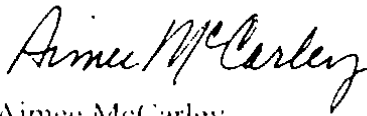
Dear Sir or Madam:

Enclosed please find the Fifty-first Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Mission Hills Apartments, Ltd. I have also enclosed a check in the amount of \$52.50 to pay the filing fee for this Amendment.

Thank you for your attention to this matter.

Sincerely,

SISSON AND SISSON



Aimee McCarley

Enclosures

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

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

THIS FIFTY-FIRST AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP, amending that certain Certificate and Agreement of Limited Partnership date 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; August 16, 2012; August 1, 2013, and January 1, 2018, 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, 2019, 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"); 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").

W I T N E S S E T H:

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, The Balser Trust owns 0.70% limited partnership interest in Mission Hills Apartments, Ltd.; and,

WHEREAS, The Balser Trust wishes to transfer its limited partnership interest to Trevel and Patricia Balser; and,

WHEREAS, it is the purpose of this Fifty-first Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to transfer the 0.70% limited partnership interest of The Balser Trust to Trevel and Patricia Balser; and,

WHEREAS, the Parties hereto have agreed to enter into this Fifty-first 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 0.70% limited partnership interest from The Balser Trust to Trevel and Patricia Balser.

SECOND: Trevel and Patricia Balser 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 here amended to reflect the transfer from The Balser Trust to Trevel and Patricia Balser.

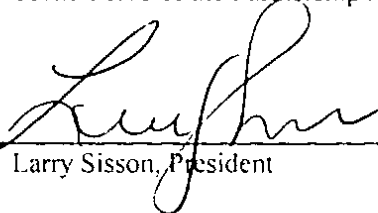
FIFTH: In all other respects, the Partnership Agreement, as amended, remains the same and in full force and effect.

IN WITNESS WHEREOF, this Fifty-first 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

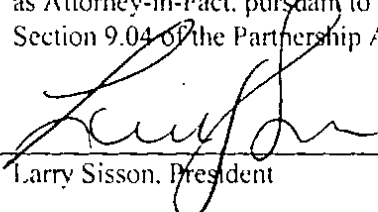
By:


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

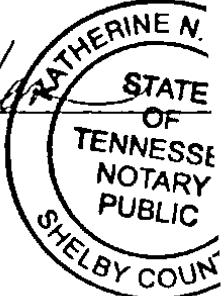
STATE OF TENNESSEE:
COUNTY OF SHELBY :

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personal appeared LARRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself be the President of TESCO PROPERTIES, INC., a corporation, (f/k/a UMIC Properties, Inc.), the Attorney-in-Fa for the General Partners of Mission Hills Apartments, Ltd., the within named bargainor, a limited partnership, ar that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes there contained by signing the name of the corporation by himself as President.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 16th day of September, 2019.

My commission expires:
June 22, 2020

Katherine N. Hager
Notary Public

A circular notary seal for Katherine N. Hager, Notary Public in the State of Tennessee, Shelby County. The seal is partially overlapping the signature.


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 16th day of September, 2019.

My commission expires:
June 22, 2020

Katherine N. Hager
Notary Public

A circular notary seal for Katherine N. Hager, Notary Public in the State of Tennessee, Shelby County. The seal is partially overlapping the signature.