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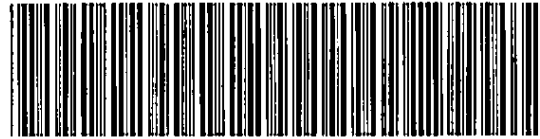
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SISSON AND SISSON
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2171 JUDICIAL DRIVE, SUITE 215
GERMANTOWN, TENNESSEE 38138-3801

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JENNIFER SISSON

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August 7, 2020

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

Re: Mission Hills Apartments, Ltd.

Dear Sir or Madam:

Enclosed please find the Fifty-Second Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Mission Hills Apartments, Ltd. along with the \$52.50 filing fee.

I have included a self-addressed, postage prepaid envelope to send a copy of the filed amendment to us.

Thank you for your attention to this matter.

Sincerely,

SISSON AND SISSON



Jennifer Sisson

JS/am

Enclosures

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

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

THIS FIFTY-SECOND 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; August 16, 2012; August 1, 2013; January 1, 2018; and January 1, 2019, 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 July, 2020, 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").

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, Belveron Partners Fund II, LP owns 58.33% limited partnership interest in Mission Hills Apartments, Ltd.; and,

WHEREAS, Belveron Partners Fund II, LP wishes to transfer its limited partnership interest to Robinson Bayou, LLC; and,

WHEREAS, it is the purpose of this Fifty-Second Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to transfer the 58.33% limited partnership interest of Belveron Partners Fund II, LP to Robinson Bayou, LLC; and,

WHEREAS, the Parties hereto have agreed to enter into this Fifty-Second 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 58.33% limited partnership interest from Belveron Partners Fund II, LP to Robinson Bayou, LLC.

SECOND: Robinson Bayou, LLC 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.

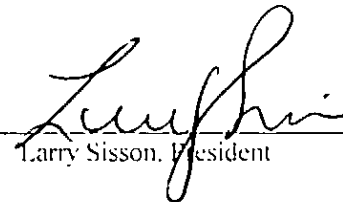
FOURTH: The Certificate and Agreement of Limited Partnership of Mission Hills Apartments, Ltd. is hereby amended to reflect the transfer from Belveron Partners Fund II, LP to Robinson Bayou, LLC.

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

IN WITNESS WHEREOF, this Fifty-Second 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.

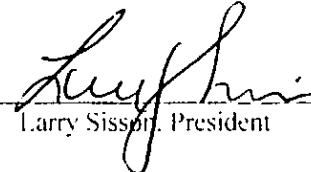
GENERAL PARTNERS:

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

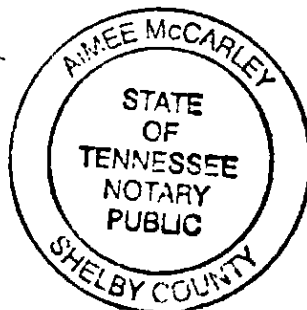
STATE OF TENNESSEE:
COUNTY OF SHELBY :

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, 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 5th day of August, 2020.

Amee McCarley
Notary Public

My commission expires: 11/21/2022



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 5th day of August, 2020.

Amee McCarley
Notary Public

My commission expires: 11/21/2022

