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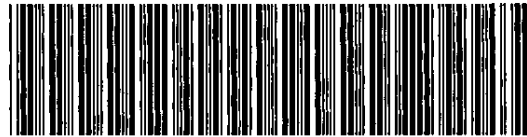
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Prepared by and Return to:
Sisson and Sisson ,
2171 Judicial Drive, Suite 215
Germantown, TN 38138

TWENTY-SEVENTH AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP
HILLTOP APARTMENTS, LTD.

THIS TWENTY-SEVENTH AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP amending that certain Amended and Restated Certificate and Agreement of Limited Partnership, dated as of October 29, 1979, February 15, 1980, February 29, 1980, March 13, 1980, April 15, 1980, October 1, 1986, January 1, 1990, January 1, 1994, September 30, 1994, December 31, 1997, September 30, 1998, June 29, 1999, December 21, 1999, February 15, 2000, January 1, 2002, December 31, 2001, July 1, 2004, January 1, 2006, March 31, 2007, September 30, 2007, December 31, 2007, September 30, 2008, December 31, 2009, January 1, 2011, September 30, 2011, and January 1, 2012; and filed of record in the Office of the Secretary of State of the State of Florida, the Original Certificate being filed on September 12, 1979, and bearing the instrument number LP 7920, is made and sworn as of the 31st day of March, 2012, by and among TESCO PROPERTIES, INC., (f/k/a UMIC Properties, Inc.) a Tennessee corporation with its principal place of business at 2171 Judicial Drive, Germantown, Tennessee 38138 (the "Administrative General Partner"); ROYAL AMERICAN DEVELOPMENT, INC., a Florida corporation, with its principal offices located at 1002 West 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 One New York Plaza, New York, New York, 10004 (the "Special Limited Partner"); and the Limited Partners whose names are listed in the Certificate as amended.

W I T N E S S E T H

WHEREAS the Parties hereto are all Partners of Hilltop Apartments, Ltd., which owns and operates a 72-unit residential housing project in Madison, Florida, for families of low and moderate income; and,

WHEREAS, the Estate of Richard Caudill owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, the Estate of Richard Caudill wishes to transfer its limited partnership interests to SHP Acquisitions IV, LLC; and,

WHEREAS, it is the purpose of this Twenty-Seventh Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the partnership held by the Estate of Richard Caudill to SHP Acquisitions IV, LLC; and;

WHEREAS, the Parties hereto have agreed to enter into this Twenty-Seventh Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to approve said transfer to SHP Acquisitions IV, LLC; and,

WHEREAS, it is further the purpose of this Twenty-Seventh 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 covenants herein contained, the parties agree as follows:

FIRST: Each partner hereby consents to the transfer of interest to SHP Acquisitions IV, LLC.

SECOND: SHP Acquisitions IV, LLC agrees to be bound by all terms and provisions of the Certificate and Agreement of Limited Partnership as amended, including specifically the Power of Attorney conferred pursuant to section 9.04 of the Agreement.

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 respective interests.

FOURTH: A revised Schedule A listing the limited partners is attached hereto and made a part hereof.

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

IN WITNESS WHEREOF, this Twenty-Seventh Amendment to the Restated Certificate and Agreement of Limited Partnership of Hilltop Apartments, Ltd., has been executed by the parties as of the day and year first above written.

GENERAL PARTNERS:

By: TESCO Properties, Inc., Administrative General
Partner and Attorney-in-Fact for all General
Partners pursuant to section 8.16 of the Partnership
Agreement, as amended

By: 
Larry Sisson, President

LIMITED PARTNERS AND
SPECIAL LIMITED PARTNERS:

By: TESCO Properties, Inc., Administrative General
Partner and Attorney-in-Fact for all Limited
Partners pursuant to Section 9.04 of the
Partnership Agreement as amended.

By: 
Larry Sisson, President

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TALLAHASSEE, FLORIDA

STATE OF TENNESSEE:
COUNTY OF SHELBY:

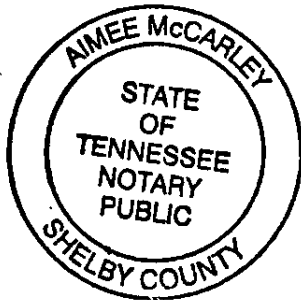
Before me, a notary public for said state and county, personally appeared Larry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the General Partners in Hilltop Apartments, Ltd., a Florida limited partnership, pursuant to Section 8.16 of the Partnership Agreement, and that he as such President of the Administrative General Partner, being duly authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the Administrative General Partner by himself as President.

WITNESS my hand and seal this 30th day of May, 2012.

Aimee McCarley
Notary Public

My commission expires:

4-8-15



STATE OF TENNESSEE:
COUNTY OF SHELBY:

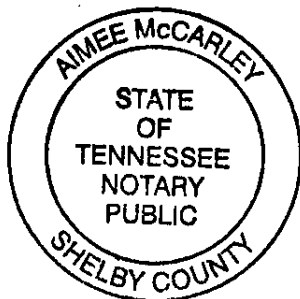
Before me, a notary public for said state and county, personally appeared Larry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the Limited Partners in Hilltop Apartments, Ltd., a Florida limited partnership, pursuant to Section 9.04 of the Partnership Agreement, and that he as such President of the Administrative General Partner, being duly authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the Administrative General Partner by himself as President.

WITNESS my hand and seal this 30th day of May, 2012.

Aimee McCarley
Notary Public

My commission expires:

4-8-15



Hilltop Apartments, Ltd. Schedule "A"
Names, Addresses and Partnership Interests of Limited Partners

Deane R. Briggs, M.D. 160 East Lake Howard Drive Winter Haven, FL 33880	2.80%
Alan Lance Drexler, M.D. 2040 N.E. 210 th Street North Miami Beach, FL 33179	2.80%
Jeanette Goldstein Living Trust under Agreement dated 2/14/98 200 Commerce Drive Rochester, NY 14623-3506	2.80%
Warren H. Heller, M.D. 515 W. Buckeye Road, Suite 104 Phoenix, AZ 85003	2.80%
Edward J. Herbster 95 Evergreen Avenue Rye, NY 10580	2.80%
Aram Jigarjian and Patricia Anne Jigarjian, or their successors, as Trustee of the Jigargian Living Trust, U/A dated September 22, 1989 933 Avenida Olivos Palm Springs, CA 92262	2.80%
Gerard A. Kaiser, M.D. 6650 S.W. 113 th Street Miami, FL 33156	2.80%
Hyman Livingston and Verna M. Livingston 31 Secor Drive Port Washington, NY 11050	2.80%
Sara L. Matthews 2890 Oak Tree Drive Fort Lauderdale, FL 33309	2.80%
George A. Nickson Revocable Trust 111 Cherry Valley Ave., Apt. 405 Garden City, NY 11530	2.80%
Randolph Oxford Box 216 Orrville, AL 36767	2.80%

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James W. Powell 2.80%
925 North Rio Vista Boulevard
Fort Lauderdale, FL 33301

Neil Schneider, M.D. 2.80%
9851 N.W. 39th Court
Coral Springs, FL 33065

SHP Acquisitions IV, LLC 58.80%
72 Commercial Street, Suite 11
Portland, ME 04101

TESCO Properties, Inc. 2.80%
2171 Judicial Drive, Suite 200
Germantown, TN 38138