

A07924

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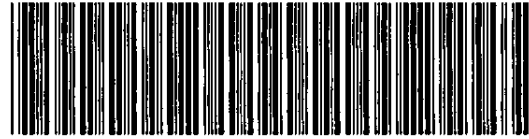
(Business Entity Name)

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DIVISION OF CORPORATIONS

C. LEWIS
JAN 22 2013
EXAMINER

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

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

A07924

THIS TWENTY-EIGHTH 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, January 1, 2012, and March 31, 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 1st day of January, 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"); JPL HOLDINGS, a Tennessee general partnership, with its principal offices located at 2171 Judicial Drive, Germantown, Tennessee 38138 (the "Special Limited Partner"); and the Limited Partners whose names are listed in the Certificate as amended.

WITNESSETH

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, Oppenheimer Properties Services, Inc. owns a special limited partnership interest consisting of .50%; 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 Twenty-Eighth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the partnership held by Oppenheimer Properties Services, Inc. to JPL Holdings, and;

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

NOW, THEREFORE, in consideration of the covenants herein contained, the parties agree as follows:

FIRST: Each partner hereby consents to the transfer of .50% special limited partnership interest to JPL Holdings.

SECOND: JPL Holdings hereby agrees to be bound by all terms and provisions of the 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 Hilltop Apartments, Ltd. is hereby amended to reflect the transfer from Oppenheimer Properties Services, Inc. to JPL Holdings.

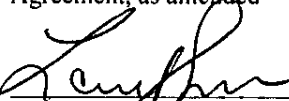
FIFTH: In all other respects, the Partnership Agreement, as amended, remains in full force and effect.

IN WITNESS WHEREOF, this Twenty-Eighth 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

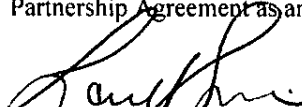
By:


Larry Sisson, President

LIMITED PARTNERS AND
SPECIAL LIMITED PARTNER:

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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STATE OF TENNESSEE:
COUNTY OF SHELBY:

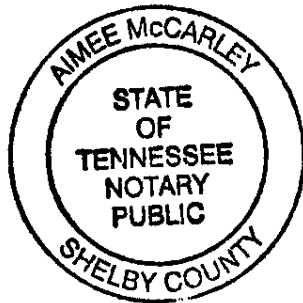
Before me, a notary public for said state and county, personally appeared Larry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the General 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 10th day of January, 2013.

Aimee McCarley
Notary Public

My commission expires:

4-8-2015



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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 Limited Partners and Special Limited Partner 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 10th day of January, 2013.

Aimee McCarley
Notary Public

My commission expires:

4-8-2015

