

pv  
A07924

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

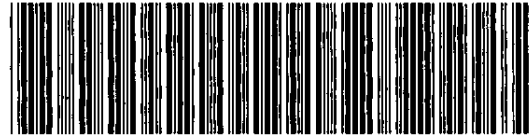
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



300245248673

03/06/13--01008--016 \*\*52.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAR 12 AM 11:26

MAR 13 2013

T. HAWKTON

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) 759-1793  
FAX: (901) 759-7250

February 28, 2013

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

Re: Briarwood Apartments Phase II, Ltd.  
Hilltop Apartments, Ltd.

Dear Sir or Madam:

Enclosed please find amendments to the above referenced partnerships. Also enclosed are two (2) checks, each in the amount of \$52.50, to pay the filing fees for these amendments.

Thank you for your attention to this matter.

Very truly yours,

SISSON AND SISSON

  
Aimee McCarley

Enclosures

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

13 MAR 12 AM 11:26

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

THIS TWENTY-NINTH 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, March 31, 2012, 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 31<sup>st</sup> day of December, 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 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 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, George A. Nickson Revocable Trust owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, George A. Nickson Revocable Trust wishes to transfer its limited partnership interest to Nickson Family, LLC; and,

WHEREAS, it is the purpose of this Twenty-Ninth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the partnership held by George A. Nickson Revocable Trust to Nickson Family, LLC; and,

WHEREAS, it is further the purpose of this Twenty-Ninth Amendment to the 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.

WHEREAS, the Parties hereto have agreed to enter into this Twenty-Ninth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to approve said transfer to Nickson Family, LLC.

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

FIRST: Each partner hereby consents to the transfer of 2.80% limited partnership interest to Nickson Family, LLC.

SECOND: Nickson Family, LLC 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 George A. Nickson Revocable Trust to Nickson Family, LLC.

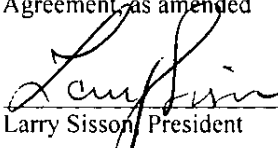
FIFTH: A revised Schedule A listing the limited partners is attached hereto and made a part hereof.

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

IN WITNESS WHEREOF, this Twenty-Ninth 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.

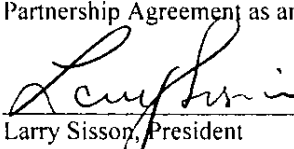
GENERAL PARTNERS:

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAR 12 AM 11:26

STATE OF TENNESSEE:  
COUNTY OF SHELBY:

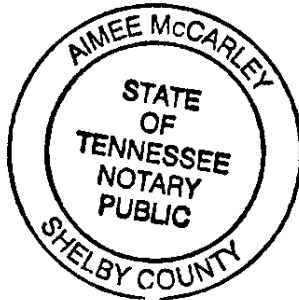
Before me, a notary public for said state and county, personally appeared Larry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all the General 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 28<sup>th</sup> day of February, 2013.

Aimee McCarley  
Notary Public

My commission expires:

4-8-2015



STATE OF TENNESSEE:  
COUNTY OF SHELBY:

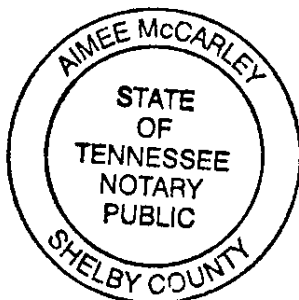
Before me, a notary public for said state and county, personally appeared Larry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., a Tennessee corporation, the Administrative General Partner and the attorney-in-fact for all Limited 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 28<sup>th</sup> day of February, 2013.

Aimee McCarley  
Notary Public

My commission expires:

4-8-2015



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAR 12 AM 11:26

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 <sup>th</sup> 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 <sup>th</sup> 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%
Nickson Family, LLC 30 Lewis Road Trumbull, CT 06611	2.80%
Randolph Oxford Box 216 Orrville, AL 36767	2.80%

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAR 12 AM 11:26

James W. Powell 925 North Rio Vista Boulevard Fort Lauderdale, FL 33301	2.80%
Neil Schneider, M.D. 9851 N.W. 39 <sup>th</sup> Court Coral Springs, FL 33065	2.80%
SHP Acquisitions IV, LLC 72 Commercial Street, Suite 11 Portland, ME 04101	58.80%
TESCO Properties, Inc. 2171 Judicial Drive, Suite 200 Germantown, TN 38138	2.80%

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAR 12 AM 11:26