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(Requestor's Name)

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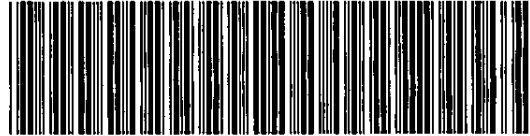
(Business Entity Name)

(Document Number)

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FILED
2016 FEB 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

MAR - 2

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 4, 2016

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

Re: Hilltop Apartments, Ltd.

Dear Sir or Madam:

Enclosed please find an amendment to the above referenced partnership. Also enclosed is a check in the amount of \$52.50 to pay the filing fee.

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
2016 FEB 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRTIETH AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP
HILLTOP APARTMENTS, LTD.

THIS THIRTIETH 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, January 1, 2012; and December 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 31st day of December, 2014, 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 of Tennessee, LLC (formerly JPL Holdings, a 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, The Estate of Gerard A. Kaiser, M.D. owns a limited partnership interest consisting of 2.80%; and,

WHEREAS, The Estate of Gerard A. Kaiser, M.D. wishes to transfer its limited partnership interest to Joyce Kaiser Revocable Trust dated 2/20/1996; and,

WHEREAS, it is the purpose of this Thirtieth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the partnership held by Gerard A. Kaiser, M.D. to Joyce Kaiser Revocable Trust dated 2/20/1996; and,

WHEREAS, the Parties hereto have agreed to enter into this Thirtieth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to approve said transfer to Joyce Kaiser Revocable Trust dated 2/20/1996.

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 Joyce Kaiser Revocable Trust dated 2/20/1996.

SECOND: Joyce Kaiser Revocable Trust dated 2/20/1996 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.

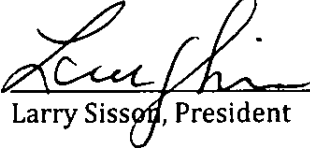
FOURTH: The Certificate and Agreement of Limited Partnership of Hilltop Apartments, Ltd., together with Schedule A attached thereto, is hereby amended to reflect the transfer from Gerard A. Kaiser, M.D. of his interest in the Partnership to Joyce Kaiser Revocable Trust dated 2/20/1996.

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

IN WITNESS WHEREOF, this Thirtieth 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

2016 FEB 19 PM 5:00
STATE BAR OF FLORIDA
TALLAHASSEE, FLORIDA

FILED

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 4th day of February, 2016.

My commission expires:
12-15-2018



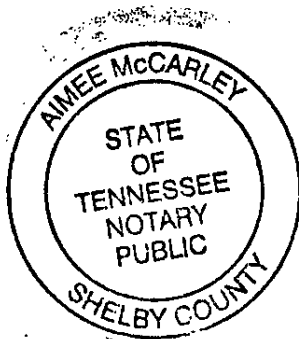
Aimee McCarley
Notary Public

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 4th day of February, 2016.

My commission expires:
12-15-2018



Aimee McCarley
Notary Public

FILED
2016 FEB 19 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA