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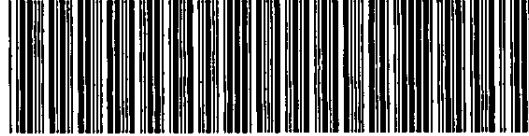
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 04 2016

S MASON

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

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

THIS THIRTY-FIRST 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; December 31, 2012; and December 31, 2014; 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, 2015, 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 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 SHP Acquisitions IV, LLC owns a 58.80% limited partnership interest in Hilltop Apartments, Ltd.; and,

WHEREAS, The SHP Acquisitions IV, LLC wishes to transfer its limited partnership interest to Belveron Partners Fund IV, LLC; and,

WHEREAS, it is the purpose of this Thirty-first Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by SHP Acquisitions IV, LLC to Belveron Partners Fund IV, LLC, and;

WHEREAS, the Parties hereto have agreed to enter into this Thirty-first Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve said transfer to Belveron Partners Fund IV, LLC.

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TAMMASEE, FLORIDA

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

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

FIRST: Each partner hereby consents to the transfer of 58.80% limited partnership interest to Belveron Partners Fund IV, LLC.

SECOND: Belveron Partners Fund IV, LLC agrees to be bound by all terms and provisions of the Certificate and Agreement of Limited Partnership, as amended.

THIRD: The requirements of the Partnership Agreement shall be deemed, and hereby are, satisfied with regard to the transfer of the 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 SHP Acquisitions IV, LLC of its interest in the Partnership to Belveron Partners Fund IV, LLC.

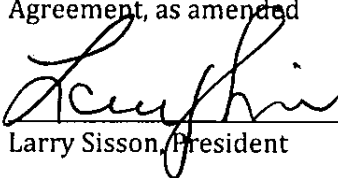
FIFTH: In all other respects, the Partnership Agreement, as amended, remains in full force and effect.

IN WITNESS WHEREOF, this Thirty-first 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

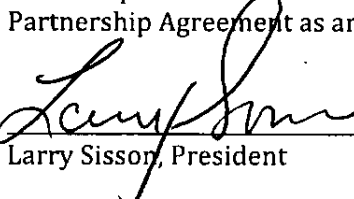
By:

  
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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TALLAHASSEE, FLORIDA

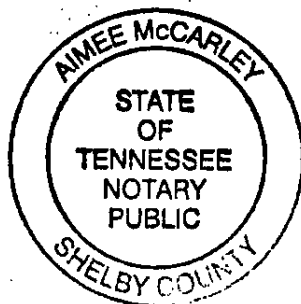
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STATE OF TENNESSEE:  
COUNTY OF SHELBY:

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 25<sup>th</sup> day of February, 2016.

My commission expires:  
12/15/18



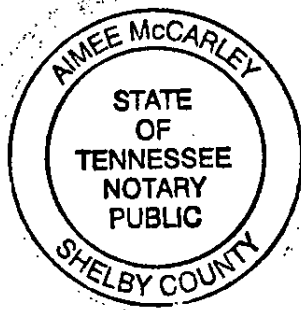
Aimee McCarley  
Notary Public

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 25<sup>th</sup> day of February, 2016.

My commission expires:  
12/15/18



Aimee McCarley  
Notary Public

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CLERK OF STATE  
TREASURY, FLORIDA