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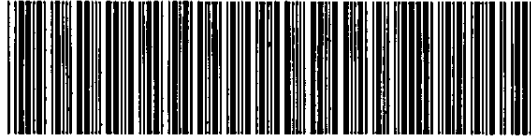
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S MASON

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

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THIS THIRTY-SECOND 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; December 31, 2014, and December 31, 2015; 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, 2016, by and among TESCO 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, 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, Alan Lance Drexler, M.D. (with respect to 2.80% interest); Edward J. Herbster (with respect to 2.80% interest); James W. Powell (with respect to 2.80% interest); Sara L. Matthews (with respect to 2.80% interest); and, Hyman Livingston and Verna M. Livingston (with respect to 2.80% interest) desires to transfer all of their respective limited partnership interest to Belveron Partners Fund IV JV, LLC; and,

WHEREAS, it is the purpose of this Thirty-Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by said limited partners to Belveron Partners Fund IV JV, LLC, and;

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

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 14.0% limited partnership interest to Belveron Partners Fund IV JV, LLC.

SECOND: Belveron Partners Fund IV JV, 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.

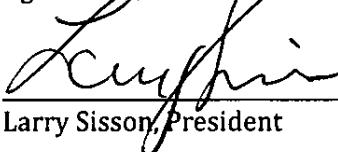
FOURTH: The Certificate and Agreement of Limited Partnership of Hilltop Apartments, Ltd., together with Schedule A attached thereto, is hereby amended to reflect the transfer from of the said limited partners interest in the Partnership to Belveron Partners Fund IV JV, LLC.

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

IN WITNESS WHEREOF, this Thirty-second 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.

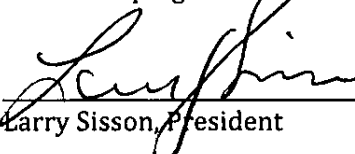
GENERAL PARTNERS:

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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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 25th day of May, 2016.

Katherine N. Hayden
Notary Public



My Comm. Exp. 7-6-2016

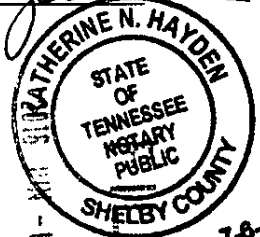
My commission expires: *July 6, 2016*

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 25th day of May, 2016.

Katherine N. Hayden
Notary Public



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Comm. Exp. 7-6-2016

My commission expires: *July 6, 2016*

Hilltop Apartments, Ltd. Schedule "A"
Names, Addresses and Partnership Interests of Limited Partners
As of March 31, 2016

Deane R. Briggs, M.D. 160 East Lake Howard Drive Winter Haven, FL 33880	2.80%
Belveron Partners Fund IV, LLC 268 Bush St. #3534 San Francisco, CA 94104	58.80%
Belveron Partners Fund IV JV, LLC 268 Bush St. #3534 San Francisco, CA 94104	14.00%
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%
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%
Joyce Kaiser Revokable Trust dated 2/20/1996 2 Grove Isle Drive, Apt. 1809 Coconut Grove, FL 33133	2.80%
Nickson Family, LLC 30 Lewis Road Trumbull, CT 06611	2.80%
Randolph Oxford Box 216 Orrville, AL 36767	2.80%
Neil Schneider, M.D. 9851 N.W. 39 th Court Coral Springs, FL 33065	2.80%
TESCO Properties, Inc. 2171 Judicial Drive, Suite 200 Germantown, TN 38138	2.80%

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