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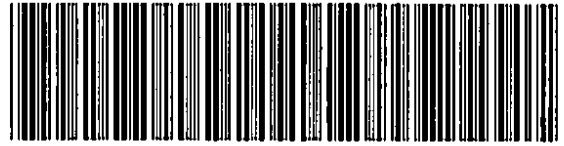
(Business Entity Name)

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OCT 01 2020

cert. or Amend

2020 AUG 14 PM 5:53

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

August 11, 2020

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

Re: Hilltop Apartments, Ltd.

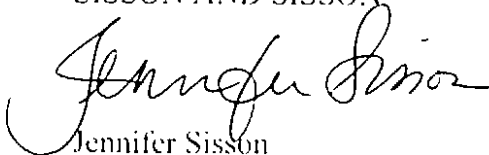
Dear Sir or Madam:

Enclosed please find the Thirty-Fourth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Hilltop Apartments, Ltd. along with the \$52.50 filing fee.

I have included a self-addressed, postage prepaid envelope to send a copy of the filed amendment to us.

Thank you for your attention to this matter.

Sincerely,

SISSON AND SISSON

Jennifer Sisson

JS/am

Enclosures

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

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

2020 AUG 14 PM 5:53

THIS THIRTY-FOURTH 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, as amended as of 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, December 31, 2015, March 31, 2016, and January 1, 2019; 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 7924~~, is made and sworn as of the 1st day of July, 2020, 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, Belveron Partners Fund III JV, LLC, previously inadvertently listed as Belveron Partners Fund IV JV, LLC, desires to transfer all of its limited partnership interest to Robinson Bayou, LLC; and,

WHEREAS, Belveron Partners Fund IV JV, LLC, previously inadvertently listed as Belveron Partners Fund IV, LLC, desires to transfer all of its limited partnership interest to Robinson Bayou, LLC; and,

WHEREAS, it is the purpose of this Thirty-Fourth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by Belveron Partners Fund III JV, LLC to Robinson Bayou, LLC; and to transfer the interest in the Partnership held by Belveron Partners Fund IV JV, LLC to Robinson Bayou, LLC.

WHEREAS, the Parties hereto have agreed to enter into this Thirty-Fourth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership to approve said transfer to Robinson Bayou, LLC.

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

FIRST: Each partner hereby consents to the transfer of 14.00% limited partnership interest from Belveron Partners Fund III JV, LLC to Robinson Bayou, LLC.

SECOND: Each partner hereby consents to the transfer of 58.80% limited partnership interest from Belveron Partners Fund IV JV, LLC to Robinson Bayou, LLC.

THIRD: Robinson Bayou, LLC agrees to be bound by all terms and provisions of the Certificate and Agreement of Limited Partnership, as amended.

FOURTH: The requirements of the Partnership Agreement shall be deemed, and hereby are, satisfied with regard to the transfer of the interest.

FIFTH: The Certificate and Agreement of Limited Partnership of Hilltop Apartments, Ltd., is hereby amended to reflect the transfer of the said limited partners interests in the Partnership to Robinson Bayou, LLC.

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

IN WITNESS WHEREOF, this Thirty-Fourth 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.

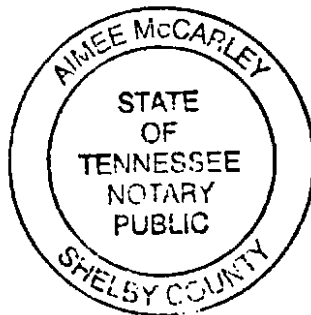
By: 
Larry Sisson, President

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 7th day of August, 2020.

My commission expires:



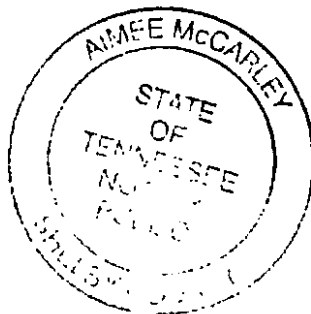
Aimee McCarley
Notary Public

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 7th day of August, 2020.

My commission expires:



Aimee McCarley
Notary Public