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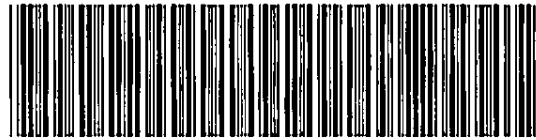
(Business Entity Name)

(Document Number)

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

THIS THIRTY-FIFTH AMENDMENT to AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP, amending that certain Amended and Restated Certificate and Agreement of Limited Partnership dated October 29, 1979, and 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; January 1, 2019; and July 1, 2020, and filed of record in the Office of the Secretary of State, State of Florida (the "Agreement"), is made and sworn to as of the 1st day of November 2020, by and among TESCO PROPERTIES, INC., (f/k/a/ UMIC PROPERTIES, INC.), a Tennessee corporation, having its principal offices at 2171 Judicial Drive, Suite 200, Germantown, Tennessee 38138 (the "Administrative General Partner"); ROYAL AMERICAN DEVELOPMENT, INC., a Florida corporation, with its principal offices at 1022 W. 23rd Street, Suite 300, Panama City, Florida 32405 (the "Developer General Partner"); THE ESTATE OF JOSEPH F. CHAPMAN, III (the "Withdrawing General Partner"); JPL HOLDINGS OF TENNESSEE, LLC, with its principal offices at 2171 Judicial Drive, Germantown, Tennessee (the "Special Limited Partner"), and the Limited Partners whose names and addresses are contained in the Agreement. (the "Limited Partners").

W I T N E S S E T H:

WHEREAS, the Parties hereto are all the Partners of Hilltop Apartments, Ltd. which owns and operates a 72-unit residential housing project in Madison, Florida, for families and elderly persons of low and moderate income; and,

WHEREAS, Joseph F. Chapman, III passed away on December 11, 2016. At the time of his death, Joseph F. Chapman, III owned a .50% general partner interest in Hilltop Apartments, Ltd.,

WHEREAS, the Estate of Joseph F. Chapman, III wishes to transfer the .50% general partner interest to Royal American Development, Inc. effective as of January 1, 2020; and,

WHEREAS, it is the purpose of this Thirty-Fifth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to transfer the .50% general partner interest of Joseph F. Chapman, III to Royal American Development, Inc. effective as of January 1, 2020. Joseph F. Chapman, III will cease to be a General Partner of the Partnership.

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

FIRST: Each General Partner and the Limited Partner holding a majority limited partner interest hereby consents to the transfer of the .50% general partner interest from Joseph F. Chapman, III to Royal American Development, Inc. Joseph F. Chapman, III will cease to be a General Partner of the Partnership.

SECOND: Royal American Development, Inc. hereby agrees to continue to be bound by all of the terms and provisions of the Limited 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.

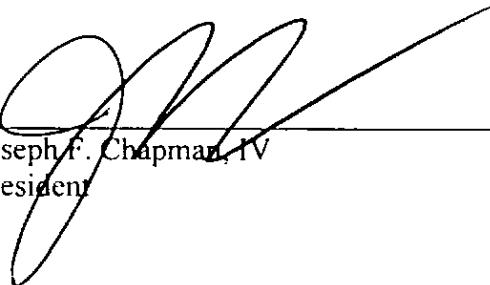
FOURTH: The Certificate and Agreement of Limited Partnership of Hilltop Apartments, Ltd. is hereby amended to reflect the transfer from Joseph F. Chapman, III to Royal American Development, Inc.

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

IN WITNESS WHEREOF, this Thirty-Fifth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership of Hilltop Apartments, Ltd. has been executed by the parties as of the day and year above written.

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

By: 

Joseph F. Chapman, IV
President

WITHDRAWING GENERAL PARTNER:

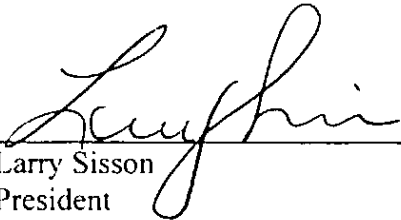
ESTATE OF JOSEPH F. CHAPMAN, III

By: 

Jeanette B. Chapman, Personal Representative

GENERAL PARTNER:

TESCO PROPERTIES, INC., f/k/a UMIC Properties, Inc.

By: 
Larry Sisson
President

MAJORITY LIMITED PARTNER:

ROBINSON BAYOU, LLC

By: 
Jeannette B. Chapman
Its Manager

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30th day of November, 2020 by Joseph F. Chapman, IV as President of Royal American Development, Inc., a Florida corporation, who is (☒) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned and on behalf of said entity.



NOTARY PUBLIC



LAURETTA J. PIPPIN
Commission # HH 024098
Expires August 27, 2024
Bonded Thru Budget Notary Services

Printed Name: _____
Commission No.: _____
Expiring on: _____

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30th day of November, 2020 by Jeannette B. Chapman, as Personal Representative of the Estate of Joseph F. Chapman, III, and as Manager of Robison Bayou, LLC, who is (☒) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.



NOTARY PUBLIC



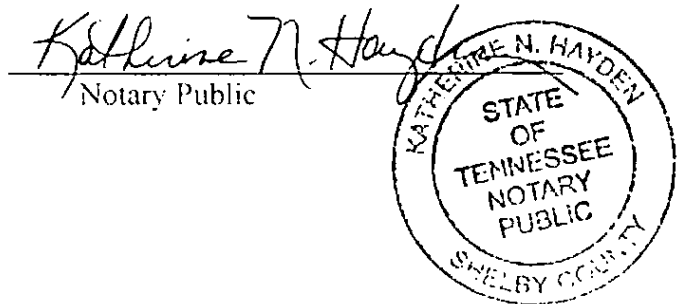
LAURETTA J. PIPPIN
Commission # HH 024098
Expires August 27, 2024
Bonded Thru Budget Notary Services

Printed Name: _____
Commission No.: _____
Expiring on: _____

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared LARRY SISSON, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of TESCO PROPERTIES, INC., a Tennessee corporation, (f/k/a UMIC Properties, Inc.), General Partner of Hilltop Apartments, Ltd., a Florida limited partnership, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 3rd day of ^{December}~~November~~, 2020.



My commission expires: *May 22, 2024*