

Division of Corporations

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#A08593

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
Account Number : 074323003114  
Phone : (904) 353-2000  
Fax Number : (904) 358-1872

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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION  
MAJESTIC OAKS APARTMENTS, LTD.

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Certified Copy	0
Page Count	03
Estimated Charge	\$52.50

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K. SALLY  
EXAMINER  
AUG 27 2012

## JOB STATUS REPORT

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TEL# : 9040000000  
SER.# : BR04J1506718

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Division of Corporations

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Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850)617-6383

## From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
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This AMENDMENT, dated as of August 21, 2012 (this "Amendment"), to the Amended and Restated Articles of Partnership of Majestic Oaks Apartments, Ltd. (the "Partnership"), dated as of June 23, 1980 (the "Partnership Agreement"), among Bruce F. Fein, as a general partner, BF Realty, Inc., as a general partner, and the limited partners of the Partnership.

WHEREAS, the Partnership previously owned property located at S.W 20<sup>th</sup> Avenue, Gainesville, Florida, which was sold approximately 10 years prior to the date of this Amendment;

WHEREAS, the Partnership does not currently own any property subject to a mortgage insured by the Secretary of Housing and Urban Development acting by and through the Federal Housing Commissioner ("HUD") pursuant to Section 22(d)(4) of the National Housing Act of 1934, as amended; and

WHEREAS, the Partnership desires to amend the terms of the Partnership Agreement, acting by the general partners under Article 13 of the Partnership Agreement, to reflect certain additional understandings.

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Amendment to Article 3. Article 3 of the Partnership Agreement is hereby amended and restated to read in its entirety as follows:

"Article 3

Purposes

3.1 The Partnership is formed for the object and purpose of, and the nature of the business to be conducted and promoted by the Partnership is to engage in any lawful act or activity for which limited partnerships may be formed under Florida law and to engage in any and all activities necessary or incidental thereto, including, without limitation, (i) owning, holding and selling the membership interests of Majestic Delaware, LLC, and (ii) directly or indirectly, owning, holding, selling, borrowing, executing notes, mortgaging, leasing, transferring, exchanging, operating and managing the real property located at 6191 North Keystone Avenue, Indianapolis, Indiana (the "Project")."

2. Amendment to Delete References to HUD. The Partnership does not currently own or hold any property subject to a HUD mortgage, and as such, any and all references to HUD in the Partnership Agreement are hereby deleted in their entirety. The Partnership Agreement is hereby amended to reflect the amendments set forth Section 1 of this Amendment relating to Section 3 of the Partnership Agreement with respect powers of the Partnership, and any and all prior limitations in the Partnership Agreement relating to HUD or the property located in Gainesville, Florida are hereby deleted in their entirety.

3. Reaffirmation. Except as expressly amended by this Amendment, the Partnership Agreement is and shall continue to be in full force and effect as originally written. On and after the effective date of this Amendment, each reference in the Partnership Agreement to "this Agreement," "hereunder," "hereof" or words of like import referring to the Partnership Agreement shall mean and be a reference to the Partnership Agreement as amended by this Amendment.

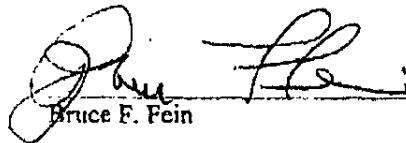
4. Execution in Counterparts; Effectiveness. This Amendment may be executed in any number of counterparts (including by facsimile or .pdf copies) and by any combination of the parties hereto in separate counterparts, each of which counterpart shall be an original and all of which when taken together shall constitute one and the same Amendment. This Amendment is being adopted by the general partners of the Partnership under Article 13 of the Partnership Agreement and shall become effective as of the date first above written when and if counterparts of this Amendment shall have been executed by the parties hereto. In the case of a conflict between the Partnership Agreement and this Amendment, this Amendment will control.

5. Governing Law. This Amendment shall be governed by, and construed and interpreted in accordance with, the laws of the State of Florida, without reference to its conflicts of law principles.

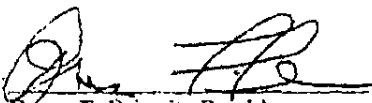
[Remainder of page intentionally left blank; signatures on next page.]

IN WITNESS WHEREOF, each of the undersigned hereby acknowledges, agree and consent to this Amendment, as of the date first above written

GENERAL PARTNERS:

  
Bruce F. Fein

BF REALTY, INC.

By   
Bruce F. Fein, its President