

A19813

300002555803--9

Amendment
Filed 12-10-86

8 pgs.

A19813

Chapter 8 Only

12/9/86

VALIDATION ONLY

I.R.E. FINANCIAL CORPORATION

Requestor's Name

1320 South Dixie Highway

Address

Corral Gables, FL 33146

665-8100

City

State

ZIP

Phone #

CORPORATION(S) NAME

I.R.E. REAL ESTATE FUND, LTD. - SERIES 21

- SERIES 23

- SERIES 24

- SERIES 25

- SERIES 26

- SERIES 27

GROWTH FUND, LTD. - SERIES 28

INCOME FUND, LTD.

PENSION ~~FUND~~ INVESTORS, LTD.

☐ PROFIT

☐ NON-PROFIT

☒ AMENDMENT

☐ MERGER

☐ FOREIGN

☐ DISSOLUTION

☐ MARK

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ RESERVATION

☐ REINSTATEMENT

☐ OTHER

☐ CERTIFIED COPY

☐ PHOTO COPIES

☐ CERTIFICATE UNDER SEAL

☒ WALK IN

☐ WILL WAIT

☐ PICK UP

☐ MAIL OUT

☐ CALL

☐ AFTER 4:30

Signature	
Availability	
Document Examiner	<i>[Signature]</i>
Updater	SPT
Updater Verifier	SPT
Acknowledgment	SPT
W.F. Verifier	SPT

C. TAX

FILING

R. AGENT FEE

C. COPY

TOTAL

N. BANK

BALANCE DUE

REFUND

CR2E031(R4-84)

AMEND

10

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

WHEREAS, all Limited Partners, and each of them of I. R. E. REAL ESTATE INCOME FUND, LTD. - ("I.R.E."), a Limited Partnership formed pursuant to Chapter 620 of Florida Statutes have irrevocably made, constituted and appointed the General Partner, with full power of substitution, his true and lawful attorney, for him and in his name, place and stead for his use and benefit, to execute and acknowledge and, to the extent necessary, to file and record documents in connection with the formation, continuation, dissolution of the Limited Partnership, and in connection with the transfer of Limited Partnership interests;

NOW, THEREFORE, the undersigned General Partner, for itself and on behalf of the limited partners, desiring to amend the Certificate of Limited Partnership of IRE does hereby certify as follows:

1. There is hereby admitted as a Limited Partner each party designated as Assignee on Schedule A who has executed the Limited Partner Power of Attorney, on whose behalf the Managing General Partner by its execution hereof, swears to and subscribes to the Certificate of Limited Partnership; each such Limited Partner is shown on Schedule A attached hereto and made a part hereof, and which sets forth the name, place of residence and assignment of Limited Partnership interest Assignors so designated. There is no new capital contribution associated with these transfers.
2. Each such new Limited Partner has executed a Special Power of Attorney constituting and appointing the General Partner with full power of substitution, his true and lawful attorney, for him and in his name, place and stead, and for his use and benefit to execute and acknowledge and, to the extent necessary, to file and record;
 - (a) The Statement of Fictitious Business Name for the Partnership, the Certificate of Limited Partnership

for the Partnership, Certificate of Amendment to the Certificate of Limited Partnership and to the Statement of Fictitious Business Name, whenever any of the same are required by law, including, but not limited to the following:

- (1) To admit new or substituted Limited Partners;
 - (2) In any other respect, provided there has been compliance with all of the provisions of this Agreement.
- (b) The Limited Partnership Agreement of the Partnership and all amendments thereto.
 - (c) Any other instrument which may be required to be filed by the Partnership under the laws of any state or any governmental agency, or which the General Partner deems is advisable to file.
 - (d) Any document which may be required to effect the continuation of the Partnership, the admission of an additional or substituted Limited Partner, or the dissolution and termination of the Partnership, provided such continuation, admission or dissolution and termination are in accordance with the provisions of this agreement.

The foregoing grant of authority:

- (a) Is a Special Power of Attorney coupled with an interest, is irrevocable, and shall survive the death or incapacity of any Limited Partner or substituted Limited Partner;
- (b) May be exercised by the General Partner for each Limited Partner by a facsimile signature of one of its officers or by listing all of the Limited Partners executing any

instrument with a single signature of one of its officers acting as Attorney-in-fact for all of them;


- (c) Shall survive the delivery of any assignment by a Limited Partner of the whole or any portion of his interest, except that where the assignee thereof has been approved by the General Partner for admission to the Partnership as a substituted Limited Partner, the Power of Attorney shall survive the delivery of such assignment for the sole purpose of enabling the General Partner to execute, acknowledge and file any instrument necessary to effect such substitution.

By said Special Power of Attorney, the Limited Partners agree to be bound by all representations of the General Partner as their said Attorney-in-fact and waive any and all defenses which may be available to them to contest, negate or disaffirm the actions of the General Partner or its successors under this Power of Attorney, and hereby ratify and confirm all acts which the Attorney-in-fact may take as Attorney-in-fact hereunder in all aspects as though performed by the Limited Partner.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Certificate of Limited Partnership as of this 28th day of November, 1986.

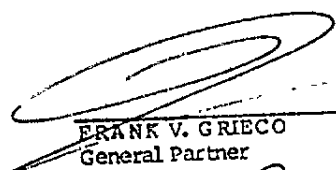
SWORN TO AND SUBSCRIBED:

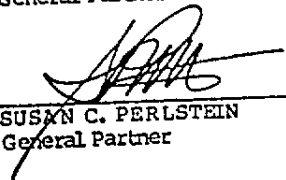
L.R.E. INCOME ADVISORS CORP.

By 
FRANK V. GRIECO, Vice President
For itself and on behalf of the
Limited Partners

PURSUANT TO POWERS OF
ATTORNEY


ALAN B. LEVAN
General Partner

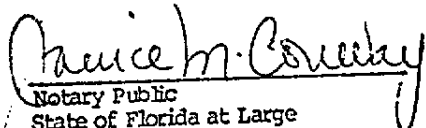

FRANK V. GRIECO
General Partner


SUSAN C. PERLSTEIN
General Partner

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged, subscribed and sworn to before me this 28th day of November, 1986 by FRANK V. GRIECO, Vice President, of I.R.E. INCOME ADVISORS CORP., ALAN B. LEVAN, General Partner, FRANK V. GRIECO, General Partner, and SUSAN C. PERLSTEIN, General Partner.


Notary Public
State of Florida at Large
My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires 11/30/88
Bonded into Notary Board Agency

SCHEDULE "A"

ASSIGNOR	NO. OF UNITS	ASSIGNEE'S NAME AND ADDRESS	EFFECTIVE DATE
CHARLES E. FULLER AND DORENE R. FULLER, JT/WROS	12	DORENE R. FULLER 77 Crest Ave. Walnut Creek, CA 94595 ID# 56-1408219	Clerical Correction
MESIROW & CO., TTEE FBO DAVID R. SCHWEBKE	4	OAK BROOK FBO DAVID SCHWEBKE 2021 Spring Rd. Oak Brook, IL 60521 ID# 36-2476735	Clerical Correction
FIRST TRUST CORP., TTEE FBO WILLIAM M. BRANDEL IRA ACCT. #190394-0001	5	RESOURCES TRUST COMPANY, TTEE FBO WILLIAM M. BRANDEL P.O. Box 5900 Denver, CO 80217 TD# 13-3155066	Clerical Correction
JOSEPHTHAL & CO., INC., FBO WARNER ENDRISS RUDIG	10	JOSEPHTHAL & CO., INC. FBO WARNER ENDRISS IRA Rollover #021-08712-16-527 Attn: Pension Dept. 120 Broadway New York, NY 10005	Clerical Correction
HELEN A. SCHWARTZ	100	HELEN A. ZISMAN 18 Alan Drive New City, NY 10956 SS# 144-18-6451	Clerical Correction
RESOURCES TRUST CO., TR UA FBO JUDY K. DUFOUR (IRA ACCT #1002303655)	4	PLYMOUTH-HOME NATIONAL BANK TTEE FBO JUDY K. DUFOUR P.O. Box 1587 Brockton, MA 02403 TD# 04-2574409	Clerical Correction
NORTHERN TRUST CO., TTEE FBO ERNEST LOBERG IRA #14-5298	6	WEST SUBURBAN BANK TTEE FBO ERNEST LOBERG IRA ACCT #4397 111 S. Westmore Ave. Lombard, IL 60148 TD# 36-2481667	Clerical Correction
NORTHERN STATES TRUST CO., TTEE FBO HARRIET LOBERG IRA #14-5299	6	WEST SUBURBAN BANK TTEE FBO HARRIET LOBERG IRA ACCT #4398 711 S. Westmore Ave. Lombard, IL 60148 TD# 36-2481667	Clerical Correction
NORTHERN STATES TRUST CO., TTEE FBO PAUL LESSARD IRA ACCT #14-5216	5	WEST SUBURBAN BANK TTEE FBO PAUL LESSARD ACCT #4305 711 S. Westmore Ave. Lombard, IL 60148 TD# 36-2481667	Clerical Correction
NORTHERN STATES TRUST CO., TTEE FBO CLAYTON WALKER ACCT #14-9176	5	WEST SUBURBAN BANK, TTEE FBO CLAYTON WALKER IRA 4823 711 S. Westmore Lombard, IL 60148 TD# 37-1385899	Clerical Correction

NOTE: The capital contribution for each unit is \$500.00.

SCHEDULE "A"

ASSIGNOR	NO. OF UNITS	ASSIGNEE'S NAME AND ADDRESS	EFFECTIVE DATE
ROBERT PECKHAM AND CONSTANCE PECKHAM, JT/WROS	6	ROBERT PECKHAM 6350 Summerfield Rd. Petersburg, MI 49270 ID# 09-7263802	Clerical Correction
ALBERT A. GROSSMAN AND ANN H. GROSSMAN, JT/WROS	22	ALBERT A. GROSSMAN AND ANDY KASTELAN 237 S. Eberhart Rd. Butler, PA 16001 SS# 162-24-7893	11/1/86
FIRST TRUST CORP. TTEE FBO ROSALIE S. BRANDEL	5	RESOURCES TRUST CO. TTEE FBO ROSALIE S. BRANDEL P.O. Box 5900 Denver, CO 80217 ID# 13-3155066	Clerical Correction
STERLING TRUST CO. TTEE FBO VERNON C. PENNER	4	LILA PENNER 410 N. Ash Box 547 Cimarron, KS 67835 SS# 569-22-3934	11/1/86
ARNOLD H. PROSSER AND ALICEMAE PROSSER	100	ARNOLD H. PROSSER AND ALICEMAE PROSSER, TTEE OF THE PROSSER FAMILY TRUST DTD 8/19/86 9437 Friendly Woods Lane Whittier, CA 90605 SS# 568-05-4836	Clerical Correction

NOTE: The capital contribution for each unit is \$500.00.