

A32358



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 052121 5056396

AUTHORIZATION :

COST LIMIT :

Patricia Pizant

FILED OF STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC -4 AM 9:42

ORDER DATE : December 3, 1998

ORDER TIME : 3:22 PM

ORDER NO. : 052121-015

CUSTOMER NO: 5056396

000002704210--0

CUSTOMER: Ms. Cheryl Goldschmitt
Aimco
1225 Eye Street, Nw
Suite 200
Washington, DC 20005

498A 00057578

FOREIGN FILINGS

NAME: CONCAP VILLAGE GREEN
ASSOCIATES, LTD.

(+)

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

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DIVISION OF CORPORATIONS

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

BR 12/4/98

File 2ad

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

FILED STATE
SECRETARY OF CORPORATIONS
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CONCAP VILLAGE GREEN ASSOCIATES, Ltd.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on December 16, 1991, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

See attached Amendment

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

CONCAP CCP/III PROP., Inc.

Signature(s) of new general partner(s), if applicable:

CONCAP VILLAGE GREEN ASSOCIATES, LTD.

By: _____

Assistant Secretary of CCP/III Village Green, Inc.

(general partner)

**CONCAP VILLAGE GREEN ASSOCIATES, LTD.
AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP**

This Agreement is made and entered into effective as of the 31st day of December, 1997 by and among ConCap CCP/III Properties, Inc., a Texas corporation, having an office at One Insignia Financial Plaza, Greenville, SC 29601 (the "Withdrawing General Partner"), CCP/III Village Green GP, Inc., a South Carolina corporation, having an office at One Insignia Financial Plaza, Greenville, SC 29601 (the "General Partner"), and Consolidated Capital Properties III, a California limited partnership, having an office at One Insignia Financial Plaza, Greenville, SC 29601 (the "Limited Partner"). The Withdrawing General Partner, the General Partner, and the Limited Partner are hereinafter sometimes referred to collectively as the "Partners" and individually as "Partner".

RECITALS:

The Withdrawing General Partner and the Limited Partner previously entered into an Agreement of Limited Partnership of ConCap Village Green Associates, Ltd., a Texas limited partnership (the "Partnership") dated as of December 12, 1991 (the "Partnership Agreement").

The parties hereto are desirous of amending the Partnership Agreement to reflect the admission of CCP/III Village Green GP, Inc. as the General Partner in the place and stead of ConCap CCP/III Properties, Inc.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto, each intending to be legally bound, hereby amend the Partnership Agreement as follows:

- F9700006737
1. CCP/III Village Green GP, Inc. is hereby admitted to the Partnership as the General Partner. ConCap CCP/III Properties, Inc. hereby withdraws from the Partnership. Wherever "General Partner" is referred to in the Partnership Agreement, such term shall refer to CCP/III Village Green GP, Inc.
 2. Except as specifically amended as provided herein, the provisions of the Partnership Agreement shall remain unchanged and in full force and effect.

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IN WITNESS WHEREOF, the parties hereto have executed the within
Amendment effective as of the date first above written.

WITHDRAWING GENERAL PARTNER

CONCAP CCP/III PROPERTIES, INC.

By: _____

Name: William H. Jarrard, Jr.

Title: President

GENERAL PARTNER:

CCP/III VILLAGE GREEN GP, INC.

By: _____

William H. Jarrard, Jr., President

LIMITED PARTNER:

CONSOLIDATED CAPITAL PROPERTIES III
a California limited partnership

BY: CONCAP EQUITIES, INC.

General Partner

By: _____

William H. Jarrard, Jr., President

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