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Requester Name
2171 Judicial Dr., Ste 215
Address
German town, TN 38138-3801
City/State/Zip Phone #

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-01/16/02-01032-003
****157.50 *****52.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
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- Limited Liability
- Domestication
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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

A96-1627
OR

Examiner's Initials

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

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FOURTEENTH AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP
BRIARWOOD APARTMENTS PHASE II, LTD.

THIS FOURTEENTH 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 (executed January 8, 1998), December 31, 1997 (executed May 8, 1998), October 9, 1998 (executed October 5, 1998), July 6, 1999 (executed June 29, 1999), December 21, 1999, and February 23, 2000 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 7920, is made and sworn this 1st day of January, 2001, by and among TESCO PROPERTIES, INC., (f/k/a UMIC 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 Limited Partner"); JOSEPH F. CHAPMAN III, a resident of Panama City, Florida (the "Individual General Partner"); OPPEMHEIMER PROPERTIES SERVICES, INC., a New York corporation, with its principal offices at One New York Plaza, New York, New York, 10004 (the "Special Limited Partner"); the Limited Partners whose names are listed in the Certificate as amended; and U.S. TRUST Co. of FLORIDA and JAMES DOUGLAS FARQUHAR 7/17/91 QTIP TRUST (the "New Limited Partner").

W I T N E S S E T H

WHEREAS the Parties hereto are all Partners of the BRIARWOOD APARTMENTS, PHASE II, LTD. which owns and operates a 63-unit residential housing project in Tallahassee, Florida for families of law and moderate income; and

WHEREAS, Limited Partner, Arthur R. Wyatt, (whose interest is listed in Schedule "A" of the Fourth Amendment of the Restated Certificate and Agreement of Limited Partnership) desires to transfer said interest to the Arthur R. Wyatt Declaration of Trust, dated January 29, 2001; and,

WHEREAS, it is the purpose of this Fourteenth Amendment to the Restated Certificate and Agreement of Limited Partnership to transfer the interest in the Partnership held by Arthur R. Wyatt to Arthur R. Wyatt, as Trustee of the Arthur R. Wyatt Declaration of Trust dated January 29, 2001; and

WHEREAS, the Parties hereto have agreed to enter into this Fourteenth Amendment to the Restated Certificate and Agreement of Limited Partnership to

approve said transfer and to approve the admission of Arthur R. Wyatt, as Trustee of the Arthur R. Wyatt Declaration of Trust dated January 29, 2001;

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

FIRST: Schedule "A" of the Fourth Amendment of the Restated Certificate and Agreement of Limited Partnership listing the name address and interest of the substitute limited partners admitted as of April 15, 1980 is hereby amended to delete the following:

"5. Arthur Wyatt 2.80%
1212 Lakeshore Drive
Chicago, Illinois 60610"

and Schedule "A" of the Fourth Amendment of the Restated Certificate and Agreement of Limited Partnership listing the name, address, and interest of the substitute limited partners admitted as of April 15, 1980 is hereby amended to add the following:

"5. Arthur R. Wyatt, as Trustee of 2.80%
the Arthur R. Wyatt Declaration of
Trust dated January 29, 2001.
Village of Golf, FL 33436"

SECOND: Arthur R. Wyatt, as Trustee of the Arthur R. Wyatt Declaration of Trust dated January 29, 2001, agrees to be bound by all terms and provisions of the Certificate and Agreement of Limited Partnership as amended, including specifically the Power of Attorney conferred pursuant to section 9.04 of the Agreement.

THIRD: Each Partner hereby consents to the transfer of the interest from Arthur R. Wyatt to Arthur R. Wyatt, as Trustee of the Arthur R. Wyatt Declaration of Trust dated January 29, 2001.

FOURTH: The requirements of Sections 11.02 and 11.03 of the Partnership Agreement shall be deemed, and hereby are, satisfied with regard to the transfer of the respective interests.

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

IN WITNESS WHEREOF, this Fourteenth Amendment to the Restated Certificate and Agreement of Limited Partnership of Briarwood Apartments, Phase II, Limited has been executed by the parties as of the day and year first above written.

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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: Jerry Sisson
Jerry Sisson, President.

LIMITED PARTNERS AND SPECIAL LIMITED PARTNERS:

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: Jerry Sisson
Jerry Sisson, President.

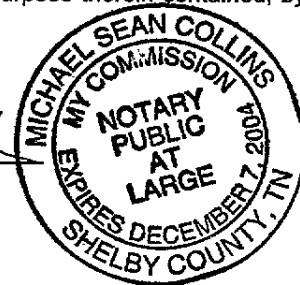
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a notary public for said state and county, personally appeared Jerry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO, Inc., the Administrative General Partner and the attorney-in-fact for all the General Partners in Briarwood Apartments, Phase II, Ltd., 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 10th day of January, 2002.

Michael Sean Collins
Notary Public



STATE OF TENNESSEE:
COUNTY OF SHELBY:

Before me, a notary public for said state and county, personally appeared Jerry Sisson, with whom I am personally acquainted, and who acknowledged himself to be the President of TESCO Properties, Inc., the Administrative General Partner and the attorney-in-fact for all the Limited Partners in Briarwood Apartments, Phase II, Ltd., 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 10th day of January, 2002.

Michael Sean Collins
Notary Public

