

ORIGINAL

GREENVILLE CO. S. C.

STATE OF SOUTH CAROLINA  
COUNTY OF GREENVILLE  
ROPER MOUNTAIN APARTMENTS, LTD.

AMENDED CERTIFICATE AND AGREEMENT OF  
LIMITED PARTNERSHIP OF ROPER MOUNTAIN APARTMENTS  
GREENVILLE, SOUTH CAROLINA

THIS AGREEMENT, made this the 17th day of November, 1976, by and between J. Thomas Dotson, whose address is 392 Keeler Woods Drive, Marietta, Georgia 30060; Donald R. Shamblin, whose address is 1778 Rustic Drive, Marietta, Georgia 30064; and Billy P. Shadrick, whose address is PO Box 1030, Thomasville, N.C. 27360 (hereinafter referred to as "General Partners"); and Edward L. Osborn, whose address is 2100 Montevallo Road, S.W., Birmingham, Alabama 35211; and Mark E. Osborn, whose address is 2100 Montevallo Road, S.W., Birmingham, Alabama 35211, (hereinafter referred to as "Limited Partner").

R E C I T A L

WHEREAS, this Amendment, dated the 17th day of November, 1976 by and among J. Thomas Dotson, Donald R. Shamblin and Billy P. Shadrick (the "General Partners" or "General Partner"), and the parties subscribing their names hereto as Limited Partners (the "Limited Partners"), is amending a certificate of limited partnership of Roper Mountain Apartments, Ltd., filed September 9, 1976, in Greenville County, South Carolina;

WHEREAS, the Partnership was formed as a Limited Partnership under the laws of the State of South Carolina to acquire a certain parcel of land located on Roper Mountain Road, Greenville, Greenville County, South Carolina, and to improve and develop said property by constructing and operating thereon a 152 unit apartment complex to be known as Roper Mountain Apartments (FHA Project No. 331-35311-PX) under the provisions of Section 221(d)(4) of the National Housing Act;

WHEREAS, the project is being financed by a loan obtained through Kinbrough-Kavanaugh and Associates, Inc. of Nashville, Tennessee, in the amount of \$3,015,700, secured by a first lien on said property and project;

WHEREAS, this Agreement is intended to amend and entirely supersede all prior agreements and certificates of limited partnership of the Partnership in order to expand the capital of the Partnership, and to admit additional persons thereto as Limited Partners;

WHEREAS, the operation of the partnership and the investment of the Limited Partners therein are described in an investment memorandum, a numbered copy of which has heretofore been delivered to each Limited Partner for his review.

WHEREAS, the General Partners own or have an option to purchase for \$175,000 (Exhibit "A"), that certain tract or parcel of land lying in Greenville County, South Carolina, containing approximately 13 acres, more particularly described in Exhibit "B", annexed hereto and by this reference made a part hereof, (hereinafter referred to as "Property");

WHEREAS, the General Partners have agreed to sell said property and to construct the project as hereinafter defined.

WHEREAS, the Department of Housing and Urban Development (hereinafter referred to as HUD), has issued a firm commitment for insurance of advances dated the 24th day of June, 1976, as amended, 13th day of November, 1976, (hereinafter referred to as the "Commitment"), for the construction of a

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