



22.

Mail: Mr. Robert J. Page, Atty.
P.O. Drawer 429
Chapel Hill, NC.
27514

THIRD AMENDMENT OF
LIMITED PARTNERSHIP CERTIFICATE AND AGREEMENT
THE BRIDGES APTS. ASSOCIATES

Pursuant to the provisions of G. S. 59-25 (1941, c. 251, s. 8) of the North Carolina Uniform Limited Partnership Act, (1941, c. 251, s. 27), The Bridges Apts. Associates, a limited partnership which is subject to the provisions of the North Carolina Uniform Limited Partnership Act, adopts the hereinafter stated Third Amendment to its original Limited Partnership Certificate and Agreement dated as of September 28, 1979, filed for record in the Office of the Register of Deeds of Forsyth County, North Carolina, on October 11, 1979, as the same was previously amended by the First Amendment of Limited Partnership Certificate and Agreement filed for record in the Register of Deeds of Forsyth County, North Carolina, on December 28, 1979, and as the same was previously further amended by the Second Amendment of Limited Partnership Certificate and Agreement dated as of September 29, 1981, filed for record in the Office of the Register of Deeds of Forsyth County, North Carolina, on October ____, 1981, (hereinafter collectively called "Certificate of September 28, 1979"), such Third Amendment thereby becoming a provision of the Certificate of September 28, 1979.

The following amendments are necessary for the assignments by Roz M. Kovens, one of the four general partners in the limited partnership, (hereinafter called "Assigning General Partner") of the entire interest which she presently holds in the limited partnership and her resignation and withdrawal from the limited partnership; and the amendments are hereby adopted by all of the members of the aforesaid limited partnership:

(1) Effective at the close of business on September 30, 1981, the Assigning General Partner hereby assigns and transfers to John Luciani, Bernard M. Rodin and J & B Management Corp. (hereinafter collectively called "Remaining General Partners") all of her right, title and interest of every type and nature in the limited partnership and simultaneously with such assignment and transfer, the Assigning General Partner hereby resigns and withdraws from the limited partnership for all purposes thereof. From and after the effective

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date of such resignation and withdrawal, the Assigning General Partner shall be free from liability with respect to obligations and liabilities incurred and arising out of the operations of the limited partnership thereafter.

(2) Effective at the close of business on September 30, 1981, the Remaining General Partners hereby accept the assignments and transfers from the Assigning General Partner as described in paragraph 1 above and the Remaining General Partners shall continue to manage the affairs of the limited partnership.

(3) Anything herein to the contrary notwithstanding, since the consent of the Secretary of Housing and Urban Development (hereinafter called "HUD") may be required with respect to the assignments and transfers from the Assigning General Partner to the Remaining General Partners as described in paragraph 1 above, the assignments and transfers shall nevertheless be completed as of the effective date of this Third Amendment; provided, however, that in the event such HUD consent is required and not obtained by the limited partnership within ninety (90) days after the necessity for such consent is stated by HUD, the Assigning General Partner shall be admitted back into the limited partnership, as a general partner, and the Remaining General Partners shall, upon request, assign and transfer the entire interest received by them from the Assigning General Partner as described in paragraph 1 above, back to the Assigning General Partner.

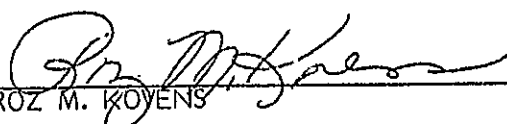
This Third Amendment does not provide for any new, increased or additional contributions to capital either by the general partners or by any other partners in the limited partnership.

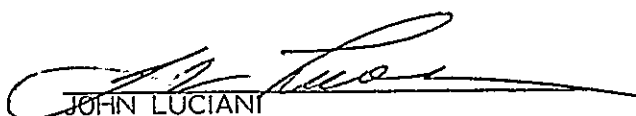
Except as herein specifically amended, all of the terms, covenants, provisions and conditions of the Certificate of September 28, 1979, hereinabove referred to shall continue to remain in full force and effect.

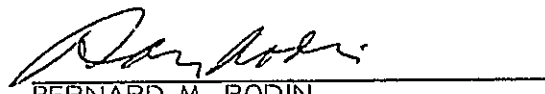
All of the terms, covenants, provisions and conditions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors and assigns.

This Third Amendment may be executed in any number of counterparts and all of such counterparts shall for all purposes constitute one instrument binding on the parties hereto, notwithstanding that all parties are not signatory to the same counterpart.


IN WITNESS WHEREOF, this Third Amendment to the Certificate of September 28, 1979, has been duly executed by the parties hereto as of the 30th day of September, 1981.

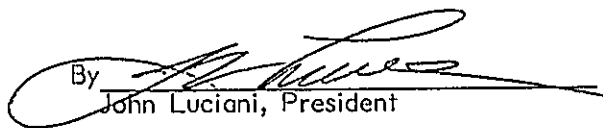

ROZ M. KOYENS
ASSIGNING GENERAL PARTNER

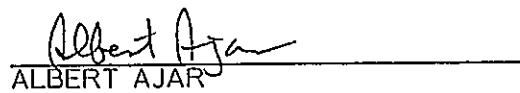

JOHN LUCIANI

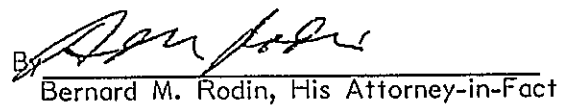

BERNARD M. RODIN
LIMITED PARTNERS-CLASS A

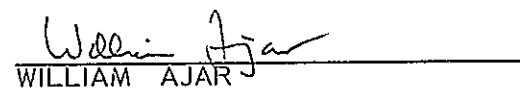

JOHN LUCIANI


BERNARD M. RODIN
J & B MANAGEMENT CORP.

By 
John Luciani, President
REMAINING GENERAL PARTNERS


ALBERT AJAR

By 
Bernard M. Rodin, His Attorney-in-Fact


WILLIAM AJAR

By 
Bernard M. Rodin, His Attorney-in-Fact

Tony Converse
TONY CONVERSE

By Bernard M. Rodin
Bernard M. Rodin, His Attorney-in-Fact

Mary Ellis
MARY ELLIS

By Bernard M. Rodin
Bernard M. Rodin, Her Attorney-in-Fact

Roger Gimbel
ROGER GIMBEL

By Bernard M. Rodin
Bernard M. Rodin, His Attorney-in-Fact

Robert Green
ROBERT GREEN

By Bernard M. Rodin
Bernard M. Rodin, His Attorney-in-Fact

HMH REALTY COMPANY

By Bernard M. Rodin
Bernard M. Rodin, Its Attorney-in-Fact

James Hammerstein
JAMES HAMMERSTEIN

By Bernard M. Rodin
Bernard M. Rodin, His Attorney-in-Fact


Millette Hammerstein
MILLETTE HAMMERSTEIN

By Bernard M. Rodin
Bernard M. Rodin, Her Attorney-in-Fact


William Hammerstein
WILLIAM HAMMERSTEIN

By Bernard M. Rodin
Bernard M. Rodin, His Attorney-in-Fact


KANRI INC.

By 
Bernard M. Rodin, Its Attorney-in-Fact



NANCY LOWENDAHL

By 
Bernard M. Rodin, Her Attorney-in-Fact



ROBERT MULHOLLAND

By 
Bernard M. Rodin, His Attorney-in-Fact


HANS E. SCHAPIRA


By 
Bernard M. Rodin, His Attorney-in-Fact


MILTON STEREN

By 
Bernard M. Rodin, His Attorney-in-Fact

THREADTEX INC.

By 
Bernard M. Rodin, Its Attorney-in-Fact


JOHN LUCIANI


BERNARD M. RODIN

LIMITED PARTNERS-CLASS B

STATE OF Florida)

COUNTY OF Dade)

I, William R. Lusk a Notary Public of said County and State, do hereby certify that Roz M. Kovens personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Third Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by her as Assigning General Partner, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 18th day of February, 1983.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 27 1985
BONDED THRU GENERAL INS. UNDERWRITERS

William R. Lusk
Notary Public

STATE OF NEW YORK)

COUNTY OF NASSAU)

I, Steven D. Klein a Notary Public of said County and State, do hereby certify that John Luciani and Bernard M. Rodin, personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Third Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by them as Limited Partners-Class A, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

STEVEN D. KLEIN
NOTARY PUBLIC, State of New York
No. 4607961
Qualified in Nassau County
Commission Expires March 30, 1983

Steven D. Klein
Notary Public

STATE OF NEW YORK)

COUNTY OF NASSAU)

I, Steven D. Klein, a Notary Public of said County and State, do hereby certify that John Luciani and Bernard M. Rodin, personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Third Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by them as Remaining General Partners, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

STEVEN D. KLEIN
NOTARY PUBLIC, State of New York
No. 4607961
Qualified in Nassau County
Commission Expires March 30, 1983

Steven D. Klein
Notary Public

STATE OF NEW YORK)

COUNTY OF NASSAU)

I, Steven D. Klein, a Notary Public of said County and State, do hereby certify that John Luciani, President of J & B Management Corp., personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Third Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by him as President of J & B Management Corp., Remaining General Partner, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

STEVEN D. KLEIN
NOTARY PUBLIC, State of New York
No. 4607961
Qualified in Nassau County
Commission Expires March 30, 1983

Steven D. Klein
Notary Public

STATE OF NEW YORK)

COUNTY OF NASSAU)

I, Steven D. Klein, a Notary Public of said County and State, do hereby certify that Bernard M. Rodin, attorney-in-fact of Albert Ajar, William Ajar, Tony Converse, Mary Ellis, Roger Gimbel, Robert Green, HMH Realty Co., James Hammerstein, Millette Hammerstein, William Hammerstein, Kanri Inc., Nancy Lowendahl, Robert Mulholland, Hans E. Schapira, Milton Steren, and Threadtex Inc., personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Third Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by him as attorney-in-fact of Albert Ajar, William Ajar, Tony Converse, Mary Ellis, Roger Gimbel, Robert Green, HMH Realty Co., James Hammerstein, Millette Hammerstein, William Hammerstein, Kanri Inc., Nancy Lowendahl, Robert Mulholland, Hans E. Schapira, Milton Steren, and Threadtex Inc., Limited Partners-Class B, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

STEVEN D. KLEIN
NOTARY PUBLIC, State of New York
No. 4607961
Qualified in Nassau County
Commission Expires March 30, 1983

Steven D. Klein
Notary Public

STATE OF NEW YORK)

COUNTY OF NASSAU)

I, Steven D. Klein, a Notary Public of said County and State do hereby certify that John Luciani and Bernard M. Rodin, personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Third Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by them as Limited Partners-Class B, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

STEVEN D. KLEIN
NOTARY PUBLIC, State of New York
No. 4607961
Qualified in Nassau County
Commission Expires March 30, 1983

PRESENTED FOR
REGISTRATION Steven D. Klein
AND RECORDED Notary Public

FEB 28 10 34 AM '83

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY. N.C.

\$13.00 PD

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