



22.

Mail: Mr. Robert J. Page, Atty.  
P.O. Drawer 429  
Chapel Hill, N.C.  
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

BOOK 1388P0655

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.

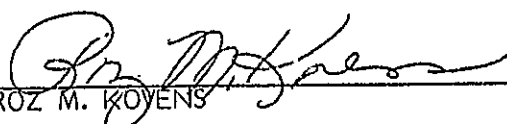
This Third Amendment does not provide for any new, increased or additional contributions to capital either by the general partners or by any other partners in the limited partnership.

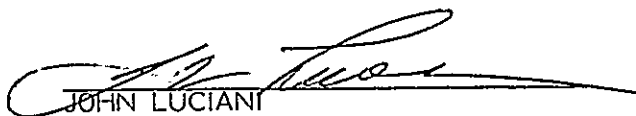
Except as herein specifically amended, all of the terms, covenants, provisions and conditions of the Certificate of September 28, 1979, hereinabove referred to shall continue to remain in full force and effect.

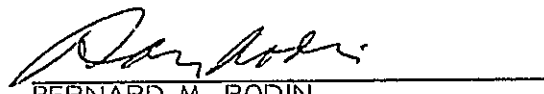
All of the terms, covenants, provisions and conditions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors and assigns.


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.

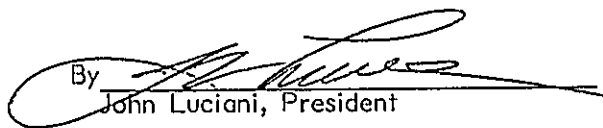
  
ROZ M. KOVENS  
ASSIGNING GENERAL PARTNER

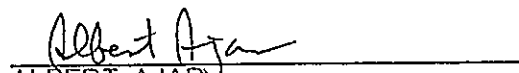
  
JOHN LUCIANI

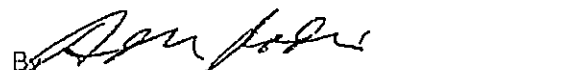
  
BERNARD M. RODIN  
LIMITED PARTNERS-CLASS A

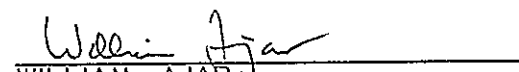
  
JOHN LUCIANI

  
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

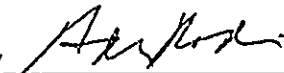
  
NANCY LOWENDAHL

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

  
ROBERT MULHOLLAND

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


  
HANS E. SCHAPIRA

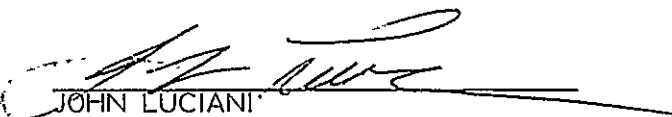
By   
Bernard M. Rodin, His Attorney-in-Fact

  
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 18<sup>th</sup> 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, HMM 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, HMM 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

↓ C

BOOK 1388 P 0661