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STATE OF ALABAMA

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COUNTY OF SHELBY

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AMENDMENT OF LIMITED PARTNERSHIP
CERTIFICATE AND AGREEMENT
OF MONTEVALLO HOUSING, LTD.

Amendment made and executed on this the 4th
day of August, 1980, to that certain
Limited Partnership Certificate and Agreement made and
entered into on the 20 day of May, 1980,
by and between Hawkeye, Inc., an Alabama corporation
("Hawkeye"), and Robert C. Morrow ("Morrow") (sometimes
hereinafter referred to together as the "Original General
Partners"), and Judy Donaldson, as General Partners, and
Janice Simpson, as the Original Limited Partner, which
Limited Partnership Certificate and Agreement is recorded in
Book 1, beginning at Page 630, in the Office of
the Probate Judge for Shelby County, State of Alabama. The
Original Limited Partner and any additional or substituted
Limited Partners hereafter admitted to the Partnership are
referred to collectively as the "Limited Partners" and
individually as a "Limited Partner." The Original General
Partners, Judy Donaldson, and any additional or substituted
General Partners are referred to collectively as the
"General Partners" and individually as a "General Partner".
The General Partners and the undersigned Limited Partners
desire to amend the aforesaid Limited Partnership
Certificate and Agreement as hereinafter stated and the

Jay Guin
P.O. Box 2427
Ducalosse, Al
35403

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hereby issues interests as Limited Partners to the following persons as shown in the following Schedule "A", which is hereby incorporated by reference into Paragraph 11.2 of the Limited Partnership Certificate and Agreement:

SCHEDULE "A"

<u>LIMITED PARTNER</u>	<u>RESIDENCE</u>	<u>CONTRIBUTION</u>	<u>PERCENTAGE INTEREST</u>
J. E. Spiller, Jr.	Tuscaloosa, Al.	\$180,000	47 1/2%
Walter Flowers	Tuscaloosa, Al.	\$180,000	47 1/2%

IN WITNESS WHEREOF, the parties have executed this instrument as of the day and year first above written.

ORIGINAL GENERAL PARTNERS:

Hawkeye, Inc., a corporation

ATTEST:

By: Robert C Morrow
Robert C. Morrow, President

By: [Signature]
Its Secretary

Robert C Morrow
Robert C. Morrow, individually

GENERAL PARTNER:

[Signature]
Judy Donaldson, individually

ORIGINAL LIMITED PARTNER:

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undersigned Limited Partners, by the execution of this Amendment of Limited Partnership Certificate and Agreement, assent to become parties to the said Limited Partnership Certificate and Agreement and to be governed by the terms and conditions contained therein as herein modified. The parties therefore agree that the aforesaid Limited Partnership Certificate and Agreement is hereby amended as follows:

(1) Morrow and Judy Donaldson hereby resign and withdraw as General Partners and assign their interests as General Partners to Hawkeye. The undersigned do hereby consent to such resignation and assignment.

(2) All Partners hereby agree that all references in the Original Limited Partnership Certificate and Agreement to "Hawkeye, Inc.", "Hawkeye", "Robert C. Morrow", "Morrow", "Original General Partners", "Judy Donaldson", "General Partners", or "General Partner", shall refer strictly and solely to Hawkeye. Hawkeye is hereby vested with all authority, powers, rights, duties, obligations, and discretion originally vested in any or all General Partners.

(3) The Original Limited Partner, Janice Simpson, hereby resigns and withdraws her interest as such, in exchange for her original contribution of One Hundred Dollars (\$100.00) and the undersigned hereby consent to such resignation and withdrawal, and waive any transfer fee or other conditions to such resignation.

(4) In exchange for a contribution of promissory notes and/or cash payments in the amounts shown, the Partnership

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Janice Simpson
Janice Simpson

LIMITED PARTNERS:

J. E. Spiller, Jr.
J. E. SPILLER, JR.

Walter Flowers
WALTER FLOWERS

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ACKNOWLEDGMENT

STATE OF ALABAMA

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COUNTY OF SHELBY

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I, the undersigned Notary Public in and for the State of Alabama at Large, do hereby certify that Robert C. Morrow, individually and as President of Hawkeye, Inc., Judy Donaldson, Janice Simpson, J. E. Spiller, Jr. and Walter Flowers, personally appeared and acknowledged before me on this day that, being informed of the contents of the foregoing as indicated in said Amendment of Limited Partnership Certificate and Agreement, they, individually and as such partners and in their respective capacities, and with full authority, respectively executed the same voluntarily on the day the same bears date, for and as their act and the act of said respective Partners and of said partnership.

Given under my hand and seal of office on this the 4th day of August, 1980.

William H. Plott
Notary Public

My Commission Expires:

3-25-84

VERIFICATION OF AMENDMENT OF
LIMITED PARTNERSHIP CERTIFICATE AND AGREEMENT

STATE OF ALABAMA
COUNTY OF SHELBY

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Before me, the undersigned Notary Public in and for State of Alabama at Large, personally appeared this day Robert C. Morrow, who, being by me first duly sworn, did depose and say as follows: (1) that said affiant Robert C. Morrow is a natural person and a General Partner of the above and foregoing Limited Partnership; (2) that he, in such capacity, is authorized to make this sworn affidavit and verification and to cause the same to be filed of record; and (3) that he is familiar with the contents of the above and foregoing Amendment of Limited Partnership Certificate and Agreement, and said Limited Partnership Certificate and Agreement, as amended is the act and deed of the signers respectively and the matters and things set forth therein are true and correct.

Robert C Morrow

HAWKEYE, INC., Affiant,
General Partner

Subscribed and sworn to before me, on this 4TH day of
August, 1980.

William H. Platt
Notary Public

My Commission Expires:

3-25-84

1983 DEC 29 PM 4:31

Rec 9.00
Ind 1.00
10.00

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