

1639

ADMISSION AMENDMENT TO THE
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
FOR TURTLE LAKE, LTD., AN ALABAMA LIMITED PARTNERSHIP

THIS AMENDMENT is made and entered into as of this 27 day of October, 1986, by and among DAS A. BORDEN & COMPANY, (the "Managing General Partner") and the Limited Partners of TURTLE LAKE, LTD. (the "Partnership") by their attorney-in-fact, DAS A. BORDEN & COMPANY.

W I T N E S S E T H:

WHEREAS, the Partnership was formed by a Restated and Amended Agreement and Certificate of Limited Partnership (herein referred to as the "Partnership Agreement") dated March 3, 1986, filed of record with the Shelby County, Alabama Judge of Probate, at Book 030, Page 376, on May 14, 1986.

WHEREAS, MKS Partnership, an Alabama general partnership (sometimes referred to herein as "MKS Partnership"), a Limited Partner in the Partnership, desires to sell one (1) Unit of limited partnership interest in the Partnership to the investor who has executed the Substituted Limited Partner Signature Page attached hereto and whose name and address is stated thereon (herein referred to as the "Substituted Limited Partner");

WHEREAS, the Substituted Limited Partner desires to be admitted to the Partnership in the place and stead of MKS Partnership;

WHEREAS, the Managing General Partner has approved and consented to the aforesaid sale by MKS Partnership to the Substituted Limited Partner; and

WHEREAS, the parties hereto are desirous of admitting to the Partnership, as a Limited Partner therein, the investor who has executed the Substituted Limited Partner Signature Page attached hereto, and to evidence the withdrawal of MKS Partnership from the Partnership as a Limited Partner;

NOW, THEREFORE, in consideration of the mutual covenants herein contained and intending to be legally bound hereby, the parties hereto, after first being duly sworn do covenant, agree and certify as follows:

1. The Substituted Limited Partner who has executed the Substituted Limited Partner Signatures Page attached hereto and whose name and address is stated hereon are hereby admitted to the Partnership in the place and stead of MKS Partnership effective as of the date hereof, and shall have those certain ownership interests as set forth on such Substituted Limited Partner Signature Page.

Prepared by:

Schreeder, Wheeler & Flint
1600 Candler Building
127 Peachtree St., N. E.
Atlanta, GA 30303

Das A. Borden & Co.
Suite 200 - Ala. Bldg.
127 Peachtree St., N.E.
Atlanta, GA 30303

2. By execution of the Substituted Limited Partner Signature Pages, the Substituted Limited Partner has specifically adopted and approved each and every provision of the Partnership Agreement, and shall be entitled to all rights and privileges and subject to all obligations of a Limited Partner in the Partnership, including, without limitation, the obligation to make additional capital contributions, and have specifically ratified and agreed to be bound by all actions undertaken by the Partnership and the General Partners prior to this date and in accordance with the terms of the Partnership Agreement.

3. Except as otherwise provided herein to the contrary, the Partnership shall continue to be governed by the terms and conditions of the Partnership Agreement.

IN WITNESS WHEREOF, the parties hereto, after first being duly sworn, have affixed their hands and seals the day and year first above written.

MANAGING GENERAL PARTNER:

DAS A. BORDEN & COMPANY

By: M. T. Mitchell

Title: VP

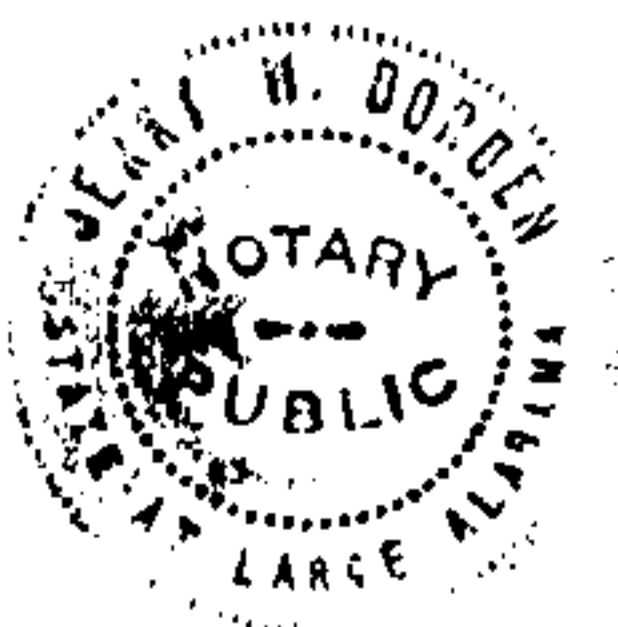
Marilyn L. Graham
Witness

STATE OF Alabama

COUNTY OF Colbert

Before me, the below Notary Public in and for the above County and State, duly commissioned and sworn, personally appeared Maurice C. Mitchell to me personally well known and known to me to hold the corporate office indicated above in DAS A. BORDEN & COMPANY, which is the corporation named in and executing the foregoing instrument, and swore and acknowledged to me that he signed and delivered the same for the purposes and consideration therein expressed.

Given under my hand and official seal this 27th day of October, 1986.



Jerry W. Borden
Notary Public

My commission expires:

My Commission Expires 2-6-88

[Signature]
Witness

LIMITED PARTNERS:

BY DAS A. BORDEN & COMPANY, AS
ATTORNEY-IN-FACT FOR THE LIMITED
PARTNERS

By: [Signature]
Title: V.P.

STATE OF Alabama

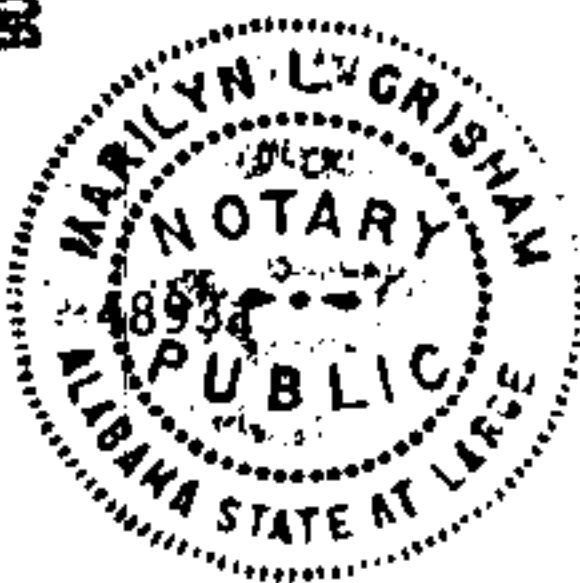
COUNTY OF Colbert

Before me, the below Notary Public in and for the above County and State, duly commissioned and sworn, personally appeared Jerry W. Borden, to me personally well known and known to me to hold the corporate office indicated above in DAS A. BORDEN & COMPANY, which is the corporation named in and executing the foregoing instrument, and swore and acknowledged to me that he signed and delivered the same for the purposes and consideration therein expressed.

Given under my hand and official seal this 27th day of October, 1986.

[Signature]
Notary Public

My commission expires: MY COMMISSION EXPIRES 10-12-88



BOOK 032 PAGE 396

SUBSTITUTED LIMITED PARTNER SIGNATURE PAGE TO
AN ADMISSION AMENDMENT TO THE
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP FOR
TURTLE LAKE, LTD., AN ALABAMA LIMITED PARTNERSHIP

The undersigned, desiring to become a Limited Partner in Turtle Lake, Ltd., an Alabama limited partnership (the "Partnership") in accordance with the terms of the Partnership's Agreement and Certificate of Limited Partnership (the "Agreement"), hereby executes this Substituted Limited Partners Signature Page and authorizes the attachment of this executed Signature Page to an Admission Amendment to the Agreement, which actions shall evidence the undersigned's consent to and agreement to be bound by the terms of the Agreement. As a part of such Agreement, the undersigned represents and warrants that the principal place of residence of the undersigned is shown below.

Limited Partner:

DAS A. BORDEN & COMPANY

BY: Jerry W. Borden
Title: V.P.

Address:
Suite 200 Alabama Federal Building
404 Avalon Avenue
Muscle Shoals, Alabama 35661

Number of Units Purchased: 1

Federal Tax I.D. No.: 63-0642681

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 JAN 23 AM 9:47

Thomas P. Shumaker, Jr.
JUDGE OF PROBATE

STATE OF Alabama
COUNTY OF Colbert

Rec. 10⁰⁰
Ind. 1⁰⁰
1/22

Before me, the below Notary Public in and for the above County and State, duly commissioned and sworn, personally appeared Terry W. Borden, as of Das A. Borden & Company, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he voluntarily executed the same for the purposes and consideration therein expressed.

Given under my hand and official seal this 27th day of October, 1986.



Marilyn L. Grisham
Notary Public

My Commission expires: MY COMMISSION Expires 10-12-88

(NOTARIAL SEAL)