

# 150047

CERTIFICATE FORM  
FOR FILING  
AMENDED AND RESTATED CERTIFICATES  
OF LIMITED PARTNERSHIPS

RECEIVED & FILED  
\$60.00  
OCT 10 10 37 AM '94  
STATE OF KENTUCKY

NAME OF FOREIGN LIMITED PARTNERSHIP:

**B.C. Apartment Associates, Ltd.**

NAME UNDER WHICH PARTNERSHIP IS REGISTERED IN KENTUCKY:

**B.C. Apartment Associates, Ltd.**

DATE PARTNERSHIP WAS FORMED AND THE STATE OF FORMATION:

**September 8, 1980; Ohio**

DATE THE APPLICATION TO DO BUSINESS IN KENTUCKY WAS FILED:

**September 24, 1980**

ALL AMENDMENTS ADOPTED BY THE PARTNERSHIP:

**Attached**

**FIRST AMENDMENT TO  
AMENDED AND RESTATED  
CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF B.C. APARTMENT ASSOCIATES, LTD.**

**THIS FIRST AMENDMENT TO AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP** is executed by the undersigned General Partner and Substitute Limited Partner who hereinafter, along with all others who from time to time execute this Certificate, or amendments hereto, as General Partners or Limited Partners, may be referred to as "Partners." The Partners hereby certify that:

1. The name of this limited partnership is B.C. Apartment Associates, Ltd.
2. The original Agreement and Certificate of Limited Partnership was dated September 8, 1980 and recorded on September 19, 1980 in the Hamilton County, Ohio Recorder's Office and in Deed Book 100, Page 330 of the Bracken County, Kentucky Court Clerk's Office.
3. Schedule A to the Partnership Certificate, as the same may have been amended and/or restated from time to time, listing the names, addresses and interests of the partners of B.C. Apartment Associates, Ltd., is hereby amended and restated in full on Schedule A, attached hereto and incorporated by reference herein. This Amendment shall be effective as of 8-3, 1994.
4. Except as expressly amended hereby, the Partnership certificate shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the undersigned have duly executed this First Amendment to Amended and Restated Certificate as of AUGUST 3, 1994.

HAMILTON COUNTY RECORDER'S OFFICE  
Doc # 94 - 165543 Type: PARL  
Filed: 09/29/1994 11:34:06 AM \$ 14.00  
Off. Rec.: 6581 652 F K25 2 188

GENERAL PARTNER

  
Kenneth L. Kerr, Jr.

SUBSTITUTE LIMITED PARTNERS:

THE KENNETH L. KERR, JR. TRUST,  
dtd 5/13/94

By:   
Kenneth L. Kerr, Jr., Trustee

  
Robert Alfandra

This instrument prepared by:

Cynthia A. Fazio, Esq.  
STRAUSS & TROY  
2100 PNC Center  
201 East Fifth Street  
Cincinnati, Ohio 45202-4186

## SCHEDULE A

### Partners, Capital Contributions and Interest

<u>General Partners</u>	<u>Capital Contribution</u>	<u>Interest</u>
David G. Hendy 2215 Beech Grove Drive Cincinnati, Ohio 45238	\$324	1/3 of 1%
Kenneth L. Kerr 8375 Beacon Hill Lane Cincinnati, Ohio 45243	\$324	1/3 of 1%
 <u>Substitute Limited Partners</u>		
David G. Hendy and William V. Strauss as Co-Trustees for the Robert D. Stern Trust 201 E. 5th St. 2100 PNC Center Cincinnati, OH 45202	\$324 \$31,428	1/3 of 1% * 32%
Kenneth L. Kerr, Jr., as Trustee of The Kenneth L. Kerr, Jr. Trust, dtd 5/13/94 8375 Beacon Hill Lane Cincinnati, Ohio 45243	\$31,248	32%
Robert Alfandre P.O. Box 2069 Reston, Virginia 22090	\$32,000	35%

\*Stern's General Partnership interest converted automatically upon his death to a Limited Partnership interest; however such interest in capital, profits and losses and distributions shall be determined in the same manner as if it remained a General Partnership interest.

# STRAUSS & TROY

A Legal Professional Association

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GORDON H. HOOD\*  
CHARLES G. ATKINS\*  
WILLIAM V. STRAUSS  
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\*Also Admitted in Kentucky  
\*\*Also Admitted in Florida  
LUCIEN G. STRAUSS (1900-1982)  
ORVILLE A. TROY (1894-1967)  
KYNETH D. TROY (1916-1993)

October 07, 1994

Secretary of State Office  
Commonwealth of Kentucky  
State Capitol  
Frankfort, Kentucky 40601  
ATTN: Corporate Records Division

Dear Sir or Madam:

Enclosed please find the original and three copies of Amended and Restated Certificates of Limited Partnership for B.C. Apartment Associates, Ltd., an Ohio limited partnership.

Please file the enclosed amended certificates and return the three file-stamped copies to Heather L. Harrison at the following address: Strauss & Troy, L.P.A., 50 E. RiverCenter Blvd., Suite 1400, Covington, Kentucky 41011. I have enclosed a check in the amount of \$60.00 to cover the filing fees.

Please contact me at your earliest possible convenience if you should have any questions or need additional information. Thank you.

Sincerely,

*Shelly M. Chalk*  
Shelly M. Chalk  
Law Clerk

SMC/  
cc: Cynthia A. Fazio, Esq.