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GREENVILLE CO. S. C.

SEP 17 3 57 PM '78

CLAUDE S. TANKERSLEY
R.M.C.

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MAIL TO:
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801 SOUTH McDOWELL ST.
CHARLOTTE, N. C. 28204

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

SECOND AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
WOODWINDS LIMITED PARTNERSHIP

The undersigned, desiring to amend the Woodwinds Limited Partnership, Certificate of Limited Partnership, for the purpose of admitting new Limited Partners and for the purpose of having the Partnership henceforth governed by the laws of the State of North Carolina, do hereby swear and certify as follows:

1. The name of the partnership is Woodwinds Limited Partnership.
2. The character of the partnership's business is to acquire certain real estate and improvements thereon located near the intersection of Duncan Chapel Road and Montague Road in Greenville County, South Carolina; to construct, develop and operate on said real estate a 144 unit apartment complex known as the Woodwinds Apartments, hereinafter referred to as the Project; and to hold said property as an investment and eventually refinance and/or sell the property for the benefit of the partners named herein.
3. The location of the principal place of business of the partnership shall be 4000 Park Road, Charlotte, North Carolina 28209.
4. The name and place of residence of each member and their respective designation shall be as follows:
 - a. General Partners: William B. Little, 2801 Inverness Road, Charlotte, North Carolina; Stephen R. Walsh, 6316 Palace Drive, Charlotte, North Carolina.
 - b. Class A Limited Partners: The name, place of residence and the amount of cash contributed by each Class A Limited Partner is as set forth in Exhibit A which is attached hereto and made a part hereof.
 - c. Class B Limited Partners: Dan E. Bruce, 2643 Augusta Road, Greenville, South Carolina 29609; C. Dan Joyner, 2015 Cleveland Street Extension, Greenville, South Carolina 29607.

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