



# A 10285

02 APR -4 PM 3:43  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 512164 4311473

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 105.00

ORDER DATE : April 4, 2002

ORDER TIME : 1:52 PM

ORDER NO. : 512164-015

900005193289--6

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie Gerstenfeld  
Stearns Weaver Miller Weissler  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: CIVIC TOWERS ASSOCIATES, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

**BK**

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: \_\_\_\_\_

02 APR -4 PM 2:57  
RECEIVED  
TALLAHASSEE, FLORIDA

**SECOND AMENDMENT TO  
SECOND AMENDED AND RESTATED CERTIFICATE AND  
AGREEMENT OF LIMITED PARTNERSHIP OF  
CIVIC TOWERS ASSOCIATES, LTD.**

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Pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, The Related Companies, Inc., a Delaware corporation ("RCI"), Stephen M. Ross, The Related Companies of Florida, Inc., a Florida corporation ("RCFI"), being the current General Partners of Civic Towers Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), and the Class A Limited Partner, the Class B Limited Partner and those individuals designated as Investor Limited Partners (the Class A, the Class B, and Investor Limited Partners are hereinafter collectively referred to as the "Limited Partners"), and SF General, Inc., a Delaware corporation, which is withdrawing as a General Partner of the Limited Partnership, hereby execute and submit for filing with the Florida Department of State, this Second Amendment to Second Amended and Restated Certificate and Agreement of Limited Partnership to read as follows:

1. The name of the Limited Partnership is CIVIC TOWERS ASSOCIATES, LTD.
2. The Limited Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership on March 27, 1981 with the Florida Department of State. The Certificate and Agreement of Limited Partnership has subsequently been amended from time to time, and was last amended by the filing of an Amendment to Second Amended and Restated Certificate and Agreement of Limited Partnership with the Florida Department of State on February 24, 2000 (as amended, the "Partnership Agreement").
3. The names and addresses of the General Partners of the Limited Partnership from and after the date hereof are (a) THE RELATED COMPANIES, INC., located at 625 Madison Avenue, Fifth Floor Legal Department, New York, New York 10022, (b) Stephen M. Ross, located at 625 Madison Avenue, Fifth Floor Legal Department, New York, New York 10022, and (c) THE RELATED COMPANIES OF FLORIDA, INC., located at 2828 Coral Way, Penthouse Suite, Miami, Florida 33145. RCI shall be designated as the Managing General Partner, having the exclusive power and authority to act for and on behalf of the Limited Partnership in accordance with the provision of the Partnership Agreement. From and after the date hereof, RCI shall own a .515% interest in the Limited Partnership, Stephen M. Ross shall own a 4.46% interest in the Limited Partnership, and RCFI shall own a .025% interest in the Limited Partnership. From and after the date hereof, SF General, Inc. shall withdraw as a General Partner.
4. From and after the date hereof, the mailing address and principal place of business of the Limited Partnership shall be 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.
5. The name and address of the Registered Agent of the Limited Partnership are Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
6. Except as specifically amended herein, the provisions of the Partnership Agreement as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment to the Second Amended and Restated Certificate and Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 1<sup>st</sup> day of March, 2002.

**GENERAL PARTNERS:**

THE RELATED COMPANIES, INC.,  
a Delaware corporation

By: Mark Carbone  
Name: Mark Carbone  
Title: Vice President

THE RELATED COMPANIES OF  
FLORIDA, INC., a Florida corporation

By: Matthew J. Allen  
Name: Matthew J. Allen  
Title: V.P.

Stephen M. Ross  
STEPHEN M. ROSS

**WITHDRAWING GENERAL PARTNER:**

SF GENERAL, INC., a Delaware corporation

By: Harry G. Alcock  
Name: Harry G. Alcock  
Title: Executive Vice President

**LIMITED PARTNERS:**

THE RELATED COMPANIES, INC.,  
a Delaware corporation, a general partner,  
as Attorney-in-Fact for the Limited Partners

By: Mark Carbone  
Name: Mark Carbone  
Title: Vice President