

A94000000279

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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B Tadlock APR 22 2011



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 720316 4321791

AUTHORIZATION :

COST LIMIT : \$52.50

ORDER DATE : March 24, 2011

ORDER TIME : 9:10 AM

ORDER NO. : 720316-010

CUSTOMER NO: 4321791

FOREIGN FILINGS

NAME: RELATED/ADVANCE CAPITAL, LTD.

XX LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

11 APR 22 PM 3:33
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

RELATED/ADVANCE CAPITAL, LTD.

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on March 4, 1994, assigned Florida document number A94000000279, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

(New name must be distinguishable and contain an acceptable suffix.)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address:

(Must be STREET address)

New Mailing Address:

(May be post office box)

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

(Enter Florida street address)

_____, Florida _____

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(If Changing Registered Agent, Signature of New Registered Agent)

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
GP	GMN Affordable Housing Partner X III, Inc.	300 N.W. 12th Avenue Miami, FL 33128	☐ Add ☒ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove

E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- ☐ This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- ☐ This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

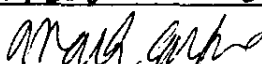
(NOTE: *If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)*

F. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)

BY: RAP FL, LLC, a general partner
BY: Mark E. Carbone,
Authorized Person


Signature(s) of all new or dissociating general partner(s), if any:

(SEE ATTACHMENT for the Signature of
GMN Affordable Housing Partner XIII, Inc.)

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

ASSIGNMENT OF PARTNERSHIP INTEREST

KNOW ALL MEN BY THESE PRESENTS, that GMN Affordable Housing Partner XIII, Inc. ("Seller"), being a holder of a general partner interest in Related/Advance Capital, Ltd., a Florida limited partnership ("Partnership"), does hereby sell, transfer, set over and assign to RAP FL, LLC ("Buyer"), all of Seller's right, title and interest in said general partner interest, as more fully set forth in that certain Amended and Restated Agreement of Limited Partnership dated June 24, 2005, free and clear of all liens and encumbrances. Upon this assignment, Seller shall have no further right to distributions or other payments of any kind from the Partnership, all of which are hereby assigned to the Buyer. In connection therewith, and by execution hereof, Greater Miami Neighborhoods, Inc. does hereby agree to cancel and terminate its rights under that certain Purchase Option Agreement and Right of First Refusal dated as of June 24, 2005 by and between Royal Coast Apartments Associates, Ltd., Greater Miami Neighborhoods, Inc. and Affordable Housing Solutions for Florida, Inc.

Dated this 4th day of JAN, 2008

GMN AFFORDABLE HOUSING
PARTNER XIII, INC.

By: [Signature]

R. SIBLER
VICE PRESIDENT

GREATER MIAMI NEIGHBORHOODS, INC.

By: [Signature]

R. SIBLER
PRESIDENT