

**B09000000016**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

*Please file 2nd after HL-221427 thanks*

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED  
10 OCT -8 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION  
RIALTO RESIDENTIAL OPPORTUNITY FUND, LP

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$52.50

C. LEWIS  
OCT 11 2010  
EXAMINER

FILED  
2010 OCT -8 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILE 2<sup>ND</sup>

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Rialto Residential Opportunity Fund, LP  
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Doris Galczak  
Contact Person

Rialto Capital Advisors, LLC  
Firm/Company

700 NW 107<sup>th</sup> Ave., Suite 200  
Address

Miami, FL 33172  
City, State and Zip Code

doris.galczak@rialto-capital.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Doris Galczak at (905) 229-6441  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$52.50 Filing Fee     \$61.25 Filing Fee and Certificate of Status     \$105.00 Filing Fee and Certified Copy     \$113.75 Filing Fee, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDMENT TO CERTIFICATE OF AUTHORITY  
FOR  
FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Rialto Residential Opportunity Fund, LP

2. The jurisdiction of its formation is: \_\_\_\_\_ Delaware

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3. The date the entity was authorized to transact business in Florida is: 02/10/2009

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Rialto Real Estate Fund, LP

*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.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Rialto Partners GP, LLC

M090000000562

700 NW 107th Avenue, Suite 200

Miami, FL 33172

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TALLAHASSEE, FLORIDA

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: No change

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

n/a  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

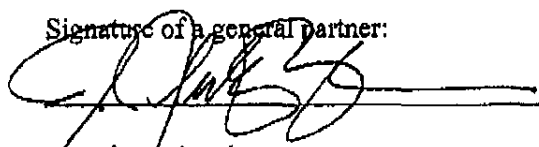
8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. 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 of a general partner:



Typed or printed name:  
Thekla Blaser Salzman, authorized Representative of  
Rialto Partners GP, LLC, General Partner

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

# Delaware

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*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RIALTO RESIDENTIAL OPPORTUNITY FUND, LP", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "RIALTO REAL ESTATE FUND, LP", THE NINETEENTH DAY OF AUGUST, A.D. 2010, AT 3:40 O'CLOCK P.M.

4649918 8320

100967700

You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8268788

DATE: 10-05-10