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Florida Department of State

Division of Corporations

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AL

LIMITED PARTNERSHIP AMENDMENT

CAROLINA CLUB ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	0
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**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CAROLINA CLUB ASSOCIATES, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, this Florida limited partnership adopts the following amendment to its certificate of Limited Partnership:

1. The name of the limited partnership is **CAROLINA CLUB ASSOCIATES, LTD.**

2. The original Certificate of Limited Partnership was filed with the Florida Secretary of State's Office on October 26, 2000.

3. In furtherance of its purposes, the Partnership is, at its expense, by and through the General Partner, hereby authorized:

(a) To acquire by the real property upon which a multi-family apartment complex consisting of approximately 224-units located in Volusia County, Florida and to be known as CAROLINA CLUB APARTMENTS (said property referred to as the "Project") will be developed, used and operated.

(b) To acquire, construct, operate, maintain, finance and improve, and to own, sell, convey, assign, mortgage or lease the Project.

(c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Partnership and to secure the same by mortgage, deed of trust, security interest, pledge or other lien on the Project or any other assets of the Partnership.

(d) To prepay in whole or in part, refinance, refund, renew, recast, increase, modify or extend any indebtedness and in connection therewith to execute any extensions, renewals, or modifications of such indebtedness.

(e) To employ any Person, including any Affiliate, to perform services for, or to sell goods to, the Partnership and to pay for such goods and services.

(f) To execute any and all notes, mortgages and security agreements in order to secure loans from any lender and any and all other documents required by any lender in connection with any indebtedness and the acquisition, construction, rehabilitation, repair, development, improvement,

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Prepared by and Return to:
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maintenance and operation of the Project.

(g) To execute leases of the apartment units in the Project.

(h) To enter into any kind of activity and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the Project, so long as said activities and contracts may be lawfully carried on or performed by a partnership under the laws of the State.

4. Article 5 of the original Certificate of Limited Partnership is hereby deleted and replaced with the following:

5. **DISSOLUTION DATE.** The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2060, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

[INTENTIONALLY LEFT BLANK - SIGNATURES TO FOLLOW]

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Wherefore, the undersigned have executed this Amendment to the Certificate of Limited Partnership as of the 1st day of April, 2001.

Attest: _____

(CORPORATE SEAL)

GENERAL PARTNER:

CORNERSTONE CAROLINA CLUB, L.L.C.,
a Florida limited liability company, its general partner

By: _____

Jorge Lopez, Vice President

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