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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION  
10420 MCKINLEY PARTNERS, LP

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$52.50

14 JUL 23 AM 8:27

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 10420 McKinley Partners, 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:

Mark Shaffer, Esq.  
Contact Person

Metropolitan Life Insurance Company  
Firm/Company

3500 Lenox Road NE, Suite 1800  
Address

Atlanta, GA 30326  
City, State and Zip Code

ohinkle@metlife.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark Shaffer, Esq. at ( 404 ) 838-2833  
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

**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:

10420 McKinley Partners, LP

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 4/6/2006

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

*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:

<u>Name:</u>	<u>Business Address:</u>
<u>Metropolitan Tower Realty Company, Inc.</u>	<u>10 Park Avenue</u>
<u>_____</u>	<u>Montistown, NJ 07962</u>
<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:

[see attached signature page]  
\_\_\_\_\_

Typed or printed name:


[see attached signature page]  
\_\_\_\_\_

<b>Filing Fee:</b>	<b>\$52.50</b>
<b>Certified Copy (optional):</b>	<b>\$52.50</b>
<b>Certificate of Status (optional):</b>	<b>\$8.75</b>

**Amendment to Certificate of Authority for 10420 McKinley Partners, LP**

**General Partner Signature:**

**METROPOLITAN TOWER REALTY COMPANY, INC.,**  
a Delaware corporation

By:   
Charles C. Davis, Jr., Vice President

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14, 2014

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "10420 MCKINLEY PARTNERS, LP", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2012, AT 8:27 O'CLOCK P.M.

4273624 8100

140988074

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1560388

DATE: 07-23-14

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:51 PM 11/16/2012  
FILED 08:27 PM 11/16/2012  
SRV 121240015 - 4273624 FILE*

**STATE OF DELAWARE  
AMENDMENT TO THE CERTIFICATE OF  
LIMITED PARTNERSHIP**

The undersigned, desiring to amend, pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, the Certificate of Limited Partnership for 10420 McKinley Partners, LP, a Delaware limited partnership, do hereby certify as follows:

FIRST: The name of the Limited Partnership is 10420 MCKINLEY PARTNERS, LP.

SECOND: UDR/MetLife G.P. LLC has withdrawn as the general partner of the Limited Partnership, and Metropolitan Tower Realty Company, Inc., a Delaware corporation, has been admitted as the new general partner of the Limited Partnership. Accordingly, Article Third of the Certificate of Limited Partnership is hereby amended to reflect the change of the general partner and to change the mailing address of the general partner as follows:

THIRD: The name and mailing address of the general partner are as follows:

Metropolitan Tower Realty Company, Inc.  
10 Park Avenue  
Morristown, New Jersey 07962

[CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned UDR/MetLife G.P. LLC, as the withdrawing General Partner, and Metropolitan Tower Realty Company, Inc., as the new General Partner, have executed this Amendment to the Certificate of Limited Partnership on this 8<sup>th</sup> of October, 2012.

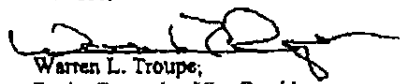
**WITHDRAWING GENERAL PARTNER:**

UDR/METLIFE G.P. LLC,  
a Delaware limited liability company

By: UDR/MetLife Master Limited Partnership,  
a Delaware limited partnership,  
its Member

By: UDR/ML VENTURE LLC,  
a Delaware limited liability company

By: UDR, Inc.,  
a Maryland corporation,  
its Sole Member

By:   
Warren L. Troupe,  
Senior Executive Vice President

**NEW GENERAL PARTNER:**

METROPOLITAN TOWER REALTY COMPANY, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



IN WITNESS WHEREOF, the undersigned UDR/MetLife G.P. LLC, as the withdrawing General Partner, and Metropolitan Tower Realty Company, Inc., as the new General Partner, have executed this Amendment to the Certificate of Limited Partnership on this 9<sup>th</sup> of ~~October~~ November 2012

~~WITHDRAWING GENERAL PARTNER:~~

UDR/METLIFE G.P. LLC,  
a Delaware limited liability company

By: UDR/MetLife Master Limited Partnership,  
a Delaware limited partnership,  
its Member

By: UDR/ML VENTURE LLC,  
a Delaware limited liability company

By: UDR, Inc.,  
a Maryland corporation,  
its Sole Member

By: Warren L. Troupe,  
Senior Executive Vice President

NEW GENERAL PARTNER:

METROPOLITAN TOWER REALTY COMPANY, INC.,  
a Delaware corporation

By: Kathryn L. Campbell  
Name: Kathryn L. Campbell  
Title: Vice President