

Mar. 21. 2002. 2:01PM ns

No. 6428

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**Florida Department of State**

Division of Corporations

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**To:**

Division of Corporations  
Fax Number : (850) 205-0383

**From:**

Account Name : BERMAN WOLFE RENNERT VOGEL & MANDLER, P.A.  
Account Number : 076103002011  
Phone : (305) 577-4177  
Fax Number : (305) 373-6036

**LIMITED PARTNERSHIP AMENDMENT**

**LAGUNA POINTE ASSOCIATES, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$113.75

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**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**LAGUNA POINTE ASSOCIATES, LTD.**

The undersigned, being authorized to execute and file this Amended and Restated Certificate of Limited Partnership pursuant to Section 620.109, Florida Statutes, hereby certifies that:

**FIRST:** The limited partnership was originally formed under the laws of the State of Florida on November 6, 2001.

**SECOND:** The Certificate of Limited Partnership of the limited partnership shall be amended and restated to read in full as follows:

1. Name of the Limited Partnership: Laguna Pointe Associates, Ltd.
2. Principal and mailing address of the Limited Partnership: 2121 Ponce de Leon Boulevard, PH2, Coral Gables, Florida 33134.
3. Name and address of the Registered Agent for Service of Process: Registered Agents of Florida, LLC, 100 Southeast Second Street, Suite 3500, Miami, Florida 33131.
4. Having been named as registered agent to accept service of process for the above stated limited partnership at the place designated in this application, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENTS OF FLORIDA, LLC

By: \_\_\_\_\_  
Howard J. Vogel, Vice President

5. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2061.
6. Name and Address of the General Partner: Cornerstone Laguna Pointe, L.L.C., 2121 Ponce de Leon Boulevard, PH2, Coral Gables, Florida 33134.

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TALLAHASSEE, FLORIDA  
02 MAR 21

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7. **Single Purpose Entity:** So long as those certain \$12,550,000 Housing Finance Authority of Broward County, Florida Multifamily Housing Revenue Bonds (Laguna Pointe Apartments Project) Series 2002A (the "Tax-Exempt Bonds") and up to \$1,150,000 Housing Finance Authority of Broward County, Florida Taxable Multifamily Housing Revenue Bonds (Laguna Pointe Apartments Project) Series 2002B (the "Taxable Bonds" and, together with the Tax-Exempt Bonds, the "Bonds") are outstanding, the Limited Partnership shall:

- (a) not engage in any business or activity other than the acquisition, development, construction, ownership and operation of a multifamily residential rental property located in Pompano Beach, Florida and known as "Laguna Pointe Apartments", as more specifically set forth in Paragraph 2 of the Limited Partnership Agreement; or
- (b) not incur, assume or guaranty any indebtedness other than indebtedness expressly permitted by the Limited Partnership Agreement or the documents evidencing or securing the Bonds; or
- (c) violate or fail to comply with the covenants to maintain its identity as an entity separate from any other person or entity as set forth in Paragraph 6 of the Limited Partnership Agreement and to obtain the consent of the persons required under Paragraph 6 of the Partnership Agreement for certain actions of the Limited Partnership.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 19<sup>th</sup> day of March 2002.

CORNERSTONE LAGUNA POINTE, L.L.C., a  
Florida limited liability company, its sole general  
partner

By:   
Name: Jorge Lopez  
Title: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the sole general partner of Laguna Pointe Associates, Ltd., a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the limited partnership is \$1,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$1,000.

Dated: This 14<sup>th</sup> day of March 2002.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

CORNERSTONE LAGUNA POINTE, L.L.C., a  
Florida limited liability company, its sole general  
partner

By: [Signature]  
Name: Jorge Lopez  
Title: President

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