

A03000001504

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000189016 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

RECEIVED  
04 SEP 21 PM 1:03  
DIVISION OF CORPORATIONS

## LIMITED PARTNERSHIP AMENDMENT

RELIANCE-CYPRESS GROVE ASSOCIATES, LTD.

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
| Page Count            | 04       |
| Estimated Charge      | \$105.00 |

04 SEP 21 AM 8:38

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

W209/22/04

Electronic Filing Menu

Corporate Filing

Public Access Help

4p

#04000189016 3

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RELIANCE-CYPRESS GROVE ASSOCIATES, LTD.**

Pursuant to the provisions of Section 620.109 of the Florida Statutes, RELIANCE-CYPRESS GROVE ASSOCIATES, Ltd., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on October 23, 2003, adopts the following certificate of amendment to its certificate of limited partnership:

**FIRST:** Section 2 of the certificate is amended to read as follows:

2. The office and principal place of business for the Partnership currently is:

1244 NE 5<sup>th</sup> Terrace, Unit #5  
Fort Lauderdale, Florida 33304

**SECOND:** Section 3 of the certificate is amended to read as follows:

3. The name and address of the agent for service of process on the Partnership is:

Louise J. Allen, Esq.  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
200 East Broward Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301

**THIRD:** Section 4 of the certificate is amended to read as follows:

4. The name and address of the sole General Partner of the Partnership is:

Reliance-Cypress Grove, LLC  
1244 NE 5<sup>th</sup> Terrace, Unit #5  
Fort Lauderdale, Florida 33304

L03-40754

**FOURTH:** Section 5 of the certificate is amended to read as follows:

5. The mailing address of the Partnership is:

c/o Reliance-Cypress Grove, LLC  
1244 NE 5<sup>th</sup> Terrace, Unit #5  
Fort Lauderdale, Florida 33304

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
04 SEP 21 AM 8:38

#04000189016 3

H04000189016 3

**FIFTH:** The following is added after the end of Section 6 of the certificate:

7. So long as the Project (as defined herein) secures amounts due on the Bonds or amounts owing to AIG SunAmerica Life Assurance Company under the Reimbursement Agreement or any related document, the Partnership shall:

(a) not engage in any business or activity other than the lease, acquisition, rehabilitation, ownership and operation of a multifamily residential rental property located in the City of Lauderdale, Broward County, Florida and known as "Cypress Grove Apartments", (the "Project") as more specifically set forth in Article 17 of the Partnership Agreement; or

(b) not incur, assume or guaranty any indebtedness other than indebtedness expressly permitted by the Partnership Agreement, the documents evidencing or securing the Bonds and the Payment and Standby Purchase Agreement; 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 Article 17 of the Partnership Agreement and to obtain the consent of the persons required under Article 17 of the Partnership Agreement for certain actions of the Partnership.

**SIXTH:** This certificate of amendment shall be effective September 21, 2004.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment to Certificate of Limited Partnership as the sole General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: September 21<sup>st</sup> 2004

RELIANCE-CYPRESS GROVE, LLC, a  
Florida limited liability company, General  
Partner

By:   
Eugene E. Serra, Manager

04 SEP 21 AM 8:38

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

H04000189016 3

H04000189016 3

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Louise J. Allen hereby accepts her appointment as registered agent for Reliance-Cypress Grove Associates, Ltd., a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: September 21<sup>st</sup> 2004

  
Louise J. Allen, Registered Agent

IAW-COM4992065Amend-Cert E.s/ Cypress Grove Assoc 114-n5.doc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 SEP 21 AM 8:38

H04000189016 3