



# A 08231

00 FEB 24 AM 9:59  
RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 598265 4312639

AUTHORIZATION :

*Patricia Pigeon*

COST LIMIT : \$ 105.00

ORDER DATE : February 23, 2000

ORDER TIME : 3:29 PM

ORDER NO. : 598265-020

CUSTOMER NO: 4312639

7000003146937--5

CUSTOMER: Ms. Mary Keogh  
Skadden Arps Slate Meagher &  
One Rodney Square

Wilmington, DE 19801

DOMESTIC AMENDMENT FILING

NAME: MEADOWGREEN ASSOCIATES, LTD.

EFFECTIVE DATE:

9

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS

*B/K*  
*2/24/00*

RECEIVED  
00 FEB 24 PM 4:37  
DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FOURTH AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE AND  
AGREEMENT OF LIMITED PARTNERSHIP OF  
MEADOWGREEN ASSOCIATES, LTD.**

FILED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 24 AM 9:59

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, The Related Companies, Inc. (f/k/a August Properties Corp. I) ("August") and The Related Companies of Florida, Inc. ("RCFI"), being the existing General Partners of Meadowgreen Associates, Ltd., a Florida limited partnership (the "Partnership"), SF General, Inc., a Delaware corporation ("SF General"), and those individuals designated as Investor Limited Partners on Schedule "A" attached to the Partnership Agreement (as herein defined), by RCFI, as their Attorney-in-Fact, hereby execute and submit for filing with the Department of State, State of Florida, this Fourth Amendment to Amended and Restated Certificate and Agreement of Limited Partnership to read as follows:

1. The name of the Partnership is MEADOWGREEN ASSOCIATES, LTD.
2. The Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership on December 12, 1979 with the Department of State, State of Florida. The Certificate and Agreement of Limited Partnership has subsequently been amended from time to time, and was last amended by the filing of a Third Amendment to Amended and Restated Certificate and Agreement of Limited Partnership with the Department of State, State of Florida on January 29, 1987 (as amended, the "Partnership Agreement").
3. SF General, Inc., a Delaware corporation ("SF General") is hereby admitted to the Partnership as a general partner, being designated as the Managing General Partner, and having the exclusive power and authority to act for and on behalf of the Partnership in accordance with the provisions of the Partnership Agreement. From and after the date hereof, SF General shall own a .49% interest in the Partnership, RCFI shall own a .01% interest in the Partnership, and August shall own a .50% interest in the Partnership.
4. From and after the date hereof, the office and principal place of business for the Partnership and the business address of the Managing General Partner shall be:  
  
One Insignia Financial Plaza  
Greenville, SC 29601
5. The name and address of the Agent for Service of Process of the Partnership is:  
Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301
6. SF General hereby agrees to be bound by the provisions of the Partnership Agreement.

F9700001937

7. Except as specifically amended herein, the provisions of the Partnership Agreement, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Fourth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 1<sup>st</sup> day of January, 1999.

**GENERAL PARTNERS:**

THE RELATED COMPANIES OF FLORIDA,  
INC.

By: \_\_\_\_\_

Name:

Title:

SF GENERAL, INC.

By: \_\_\_\_\_

Name:

Title:

THE RELATED COMPANIES, INC.  
(f/k/a August Properties Corp. I)

By: \_\_\_\_\_

Name: Michael J. Brenner

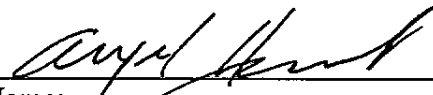
Title: Executive Vice President

7. Except as specifically amended herein, the provisions of the Partnership Agreement, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Fourth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 16<sup>th</sup> day of January, 1999.

**GENERAL PARTNERS:**

THE RELATED COMPANIES OF FLORIDA,  
INC.

By:   
Name: **ANGEL HERNANDEZ**  
Title: **VICE - PRESIDENT**

SF GENERAL, INC.

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

THE RELATED COMPANIES, INC.  
(f/k/a August Properties Corp. I)

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

INVESTOR LIMITED PARTNERS:

Name: ANGEL HERNANDEZ

Title: VICE - PRESIDENT

The Related of Florida Companies, Inc., a  
general partner, as Attorney-in-Fact for the  
investor limited partners

RECEIVED  
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DEPT. OF CORPORATIONS

STATE OF FLORIDA )

SS.

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999  
by ANGEL HERNANDEZ as VICE PRESIDENT of THE RELATED COMPANIES OF  
FLORIDA, INC., a Florida corporation, as a general partner of MEADOWGREEN ASSOCIATES,  
LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or  
has produced a driver's license as identification and did (did not) take an oath.

Linda M. Fine

Print Name:

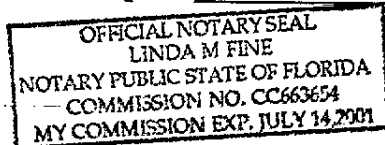
Notary Public for State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

SS.

COUNTY OF \_\_\_\_\_ )



The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1999  
by \_\_\_\_\_ as \_\_\_\_\_ of SF GENERAL, INC., a Delaware  
corporation, as general partner of MEADOWGREEN ASSOCIATES, LTD., a Florida limited  
partnership, on behalf of the corporation. He is personally known to me or has produced a driver's  
license as identification and did (did not) take an oath.

Print Name: \_\_\_\_\_

Notary Public for State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF New York )  
COUNTY OF New York ) SS.

00 FEB 24 AM 9:59  
COMM. EXPIRES DATE  
NOTARY PUBLIC STATE OF NEW YORK

The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999 by Michael J. Brenner as Executive Vice President of THE RELATED COMPANIES, INC., as a general partner of MEADOWGREEN ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did (did not) take an oath.

Jane A. Kavafian  
Print Name:  
Notary Public for State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

JANE A. KAVAFIAN  
Notary Public, State of New York  
No. 31-4889537  
Qualified in New York County  
Commission Expires June 15, 1999

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS.

The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999 by ANGEL HERNANDEZ as VICE PRESIDENT of THE RELATED COMPANIES OF FLORIDA, INC., a Florida corporation, as Attorney-in-Fact for the Investor Limited Partners of MEADOWGREEN ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did (did not) take an oath.

Linda M. Fine  
Print Name:  
Notary Public for State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
LINDA M FINE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC663654  
MY COMMISSION EXP. JULY 14, 2001

I:\W-AGT\30364\404\Meadow.rv2

7. Except as specifically amended herein, the provisions of the Partnership Agreement, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Fourth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act as of this 11 day of January 1999.

**GENERAL PARTNERS:**

THE RELATED COMPANIES OF FLORIDA,  
INC.

By: \_\_\_\_\_

Name:  
Title:

SF GENERAL, INC.

**SIGN  
HERE**



By: *Harry Accone*

Name: *Harry Accone*  
Title: *SVP*

THE RELATED COMPANIES, INC.  
(f/k/a August Properties Corp. I)

By: *Michael J. Brenner*

Name: *Michael J. Brenner*  
Title: *Executive Vice President*

## INVESTOR LIMITED PARTNERS:

Angel Hernandez  
 Name: ANGEL HERNANDEZ  
 Title: VICE - PRESIDENT  
The Related of Florida Companies Inc., a  
 general partner, as Attorney-in-Fact for the  
 investor limited partners

00 FEB 24 AM 9:59  
 RECEIVED  
 STATE OF FLORIDA  
 DEPARTMENT OF REVENUE

STATE OF FLORIDA )  
 )  
 COUNTY OF MIAMI-DADE ) ss.

The foregoing instrument was acknowledged before me this 30 day of APRIL, 1999 by ANGEL HERNANDEZ as VICE PRESIDENT of THE RELATED COMPANIES OF FLORIDA, INC., a Florida corporation, as a general partner of MEADOWGREEN ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did (did not) take an oath.

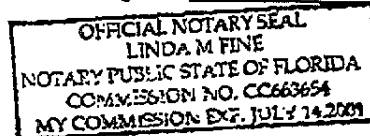
Linda M. Fine

Print Name:

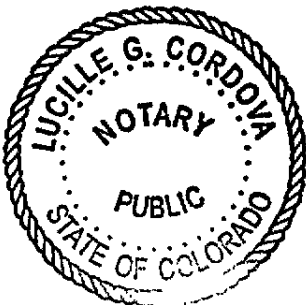
Notary Public for State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF Colorado )  
 )  
 COUNTY OF Denver ) ss.



The foregoing instrument was acknowledged before me this 13th day of October, 1999 by Harry Alcock as S.V.P. of SF GENERAL, INC., a Delaware corporation, as general partner of MEADOWGREEN ASSOCIATES, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did (did not) take an oath.



Lucille G. Cordova

Print Name: Lucille Cordova

Notary Public for State of Colorado

My Commission Expires: 9-3-2001

My Commission Expires 09/03/2001



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
BY REGISTERED AGENT

00 FEB 24 AM 9:59  
CORPORATION SERVICE COMPANY

Corporation Service Company hereby accepts the appointment  
as Registered Agent for the following:     

MEADOWGREEN ASSOCIATES, LTD.

Dated: February 23, 2000

CORPORATION SERVICE COMPANY

Carol K. Dolor  
Carol K. Dolor  
Authorized Representative