

Division of Corporations

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Florida Department of State
Division of Corporations
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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
LAKE SHERWOOD PARTNERS PHASES 5 THROUGH 8, LTD.**

Certificate of Status	1
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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
LAKE SHERWOOD PARTNERS PHASES 5 THROUGH 8, LTD.**

Pursuant to the provisions of §620.1202, Florida Statutes, this limited partnership, whose certificate was initially filed with the Florida Department of State on October 6, 2010, adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The name of the Partnership shall be LAKE SHERWOOD PARTNERS PHASES 6 THROUGH 8, LTD. (the "Partnership").
2. The address of the office where records shall be kept shall be 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789. The name and address of the registered agent for service of process is Registered Agent Group, LLC, 1551 Sandspur Road, Maitland, Florida 32751.
3. The name and business address of the General Partner shall be:

SAS LAKE SHERWOOD PHASES 6 THROUGH 8 MANAGERS, L.L.C., a
Florida limited liability company #L11000058294
655 West Morse Boulevard, Suite 212
Winter Park, Florida 32789
4. The mailing address of the Partnership is 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789.
5. The Partnership shall have a perpetual duration, except that the Partnership shall be dissolved and its assets liquidated as provided in the Agreement of Limited Partnership of the Partnership, as may be amended from time to time.
6. The Partnership hereby elects to be a limited partnership.

[SIGNATURES TO FOLLOW ON NEXT PAGE]

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The Certificate has been executed by the undersigned as of the 31st day of may 2011.

GENERAL PARTNER:

**SAS LAKE SHERWOOD PHASES 6
THROUGH 8 MANAGERS, L.L.C.**, a Florida
limited liability company

By: Southern Affordable Services, Inc., a Florida
non-profit corporation, its sole member

By: 
Scott D. Clark, President

FORMER GENERAL PARTNER:

**LAKE SHERWOOD PHASES 5 THROUGH 8
MANAGERS, L.L.C.**, a Florida limited liability
company

By: 
Paul M. Missigman, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for LAKE SHERWOOD PARTNERS PHASES 5 THROUGH 8, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.1114, Florida Statutes.

Registered Agent Group, L.L.C., a Florida
limited liability company

By: 
Sarah Schwermin, Manager

Dated this 31st day of May, 2011.

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