

ACCOUNT NO.

072100000032

REFERENCE

1,7477-------

AUTHORIZATION

COST LIMIT

\$ 105.00

ORDER DATE: February 23, 2000

ORDER TIME : 3:25 PM

ORDER NO. : 598265-010

CUSTOMER NO: 4312639

900003146939--9

CUSTOMER:

Ms. Mary Keogh

Skadden Arps Slate Meagher &

One Rodney Square

Wilmington, DE 19801

DOMESTIC AMENDMENT FILING

NAME:

CIVIC TOWER ASSOCIATES, LTD.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

AMENDMENT TO SECOND AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF CIVIC TOWER ASSOCIATES, LTD.

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, The Related Companies of Florida, Inc. ("RCFI"), The Related Companies, Inc. (f/k/a August Properties Corp. I) ("August") and Stephen M. Ross ("Ross"), being the General Partners of Civic Tower Associates, Ltd., a Florida limited partnership (the "Partnership"), and SF General, Inc., a Delaware corporation ("SF General"), the Class A Limited Partner, the Class B Limited Partner and those individuals designated as Investor Limited Partners (the Class A, Class B, and Investor Limited Partners are hereinafter collectively referred to as the "Limited Partners"), hereby execute and submit for filing with the Department of State, State of Florida, this Amendment to the Second Amended and Restated Certificate and Agreement of Limited Partnership to read as follows:

- 1. The name of the Partnership is CIVIC TOWER ASSOCIATES, LTD.
- 2. The Partnership was formed by the filing of a Certificate and Agreement of Limited Partnership on March 25, 1981 with the Department of State, State of Florida on March 27, 1981. The Certificate and Agreement of Limited Partnership was amended by the Second Amended and Restated Certificate and Agreement of Limited Partnership dated July 1, 1981 and filed with the Secretary of State of Florida on August 26, 1981 (as amended, "Partnership Agreement").
- 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 .49% interest in the Partnership, RCFI and August shall each own a .025% in the Partnership and Ross shall own a 4.460% interest in the Partnership. The Class A, Class B and Investor Limited Partners shall continue to own a 95% interest in the Partnership.
 - 4. From and after the date hereof, the office and principal place of business for the Partnership and the principal 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 as may be amended from time to time, and by the provisions of the Regulatory Agreement defined in the Partnership Agreement).
- Except as specifically amended herein, the provisions of the Second Amended and Restated Certificate and Agreement of Limited Partnership shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Second 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 \(\frac{\sqrt{s}}{\sqrt{s}} \) day of \(\frac{\sqrt{s}}{\sqrt{s}} \), 1999.

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC
THE RELATED COMPANIES OF FLORIDA. IN

By:	THE TERMINED COMMITMENTS OF THE MIC.
Title: ANGEL HERNANDEZ VICE - PRESIDENT STEPHEN M. ROSS SF GENERAL, INC. By: Name: Title: THE RELATED COMPANIES, INC. (f/k/a August Properties Corp. I) By: Name:	23.
SF GENERAL, INC. By: Name: Title: THE RELATED COMPANIES, INC. (f/k/a August Properties Corp. I) By: Name:	Title: ANGEL HERNANDEZ
By: Name: Title: THE RELATED COMPANIES, INC. (f/k/a August Properties Corp. I) By: Name:	STEPHEN M. ROSS
Name: Title: THE RELATED COMPANIES, INC. (f/k/a August Properties Corp. I) By: Name:	SF GENERAL, INC.
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(f/k/a August Properties Corp. I) By: Name:	Name:
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	<i>y</i> —
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STATE OF FLORIDA) ss. COUNTY OF MIAMI-DADE)	The second disconnection of the second sec
The foregoing instrument was acknowledge ANGEL HERNANDEL as VICE PRESIDENT of Tale and a Florida corporation, as a general partner of CIVI	d before me this 30 day of APRIL, 1999 by THE RELATED COMPANIES OF FLORIDA, INC., C TOWER ASSOCIATES, LTD., a Florida limited nally known to me or has produced a driver's license
	Print Name: Notary Public for State of My Commission Expires:
STATE OF	OFFICIAL NOTARY SEAU LINDA M FINE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC663654 MY COMMISSION EXP. JULY 14,2001
The foregoing instrument was acknowledge STEPHEN M. ROSS, as a general partner of CIVI	ed before me this day of, 1999 by C TOWER ASSOCIATES, LTD., a Florida limited onally known to me or has produced a driver's license
	Print Name: Notary Public for State of My Commission Expires:

LIMITED PARTNERS:

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general partner of CIVIC TOWER A corporation. He is personally known not) take an oath.	ASSOCIA	ATES, I	LTD., a Florida lir	nited partnership, on	behalf of the
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				State of	
			My Commission	Expires:	······································
STATE OF	-).)	SS.			
COUNTY OF	. ن ن		=		
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as		of	THE RELATED	COMPANIES, INC.,	a Delaware
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- 6. SF General hereby agrees to be bound by the provisions of the Partnership Agreement, as may be amended from time to time, and by the provisions of the Regulatory Agreement (as defined in the Partnership Agreement).
- Except as specifically amended herein, the provisions of the Second Amended and Restated
 Certificate and Agreement of Limited Partnership shall remain unchanged and in full force
 and effect.

GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA, INC.

Ву:	
Name	:
Title:	\bigcirc
QA.	UNFILL
STEPHEN	M./ROSS
SF GENEF	tat/, INC.
Ву:	
Name	:
Title:	

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

Name: Michael Ji Brenner Title: Executive Vice Misident

Name: Title: The Related Companies of Florida, Inc., a general partner, as Attorney-in-Fact

for the Limited Partners

Print Name:

STATE OF 11EW YORK)		 	
COUNTY OF NEW YORK) ss.	* 6 *	 	

The foregoing instrument was acknowledged before me this 30 day of 19812, 1999 by STEPHEN M. ROSS, as a general partner of CIVIC TOWER 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:

JANE A. KAVAFIAN
Notary Public, State of New York
No. 31-4889537
Qualified in New York County
Commission Expires June 15, 19_7

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corporation. He is personally known to m	ne or has produced a driver's license as identification and did (die
not) take an oath.	
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	Notary Public for State of
	My Commission Expires:
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	SS.
COUNTY OF NEW YORK)	
	Print Name: Notary Public for State of
	My Commission Expires:
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	JANE A. KAVAFIAN Notary Public, State of New York
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STATE OF	Qualified in New York County 25 Commission Expires June 15, 19 25
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driver's license as identification and did	(did not) take an oath.
	Print Name
	Print Name:
	Notary Public for State of
	My Commission Expires:

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GENERAL PARTNERS:

THE RELATED COMPANIES OF FLORIDA INC

TEOMORA, INC.
By: Myst for
Name: Title: AMOEL HERNANDEZ VICE - PRESIDENT
STEPHEN M. ROSS
SF GENERAL, INC.
By: Walue
Name: Hynny Averu Title: Sup
THE RELATED COMPANIES, INC. (f/k/a August Properties Corp. I)
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Ву:
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My Commission Expires 09/03/2001					
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CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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

CIVIC TOWER ASSOCIATES, LTD.

Dated: February 23, 2000

CORPORATION SERVICE COMPANY

Carol K. Dolor

Authorized Representative