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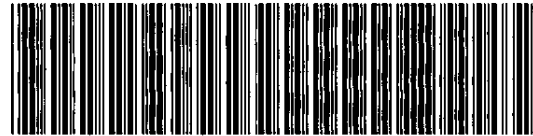
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN
OCT 27 2010
EXAMINER

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(1928-1991)

VIRGINIA DILL McCARTY
(1924-2006)

October 22, 2010

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Sunbelt Manor Associates, a Limited Partnership
Amendment to Certificate of Florida Limited Partnership

Dear Sir/Madam:

Enclosed for filing, please find the original and one copy of our Amendment to Certificate of Florida Limited Partnership for the above-referenced limited partnership.

Also enclosed is a check in the amount of \$52.50 for the filing fee.

Please return a file-marked copy of the Amendment to our office in the enclosed, self-addressed stamped envelope provided for your convenience.

Please do not hesitate to contact Jessica L. Findley with any questions or concerns.

Very truly yours,

Tanysha Lipman

Tanysha Lipman
Legal Assistant

/tsl
Enclosures

**SUNBELT MANOR ASSOCIATES,
A LIMITED PARTNERSHIP**

a Florida limited partnership currently in existence and organized on May 12, 1982 hereby files its

**AMENDMENT TO
CERTIFICATE OF FLORIDA LIMITED PARTNERSHIP**

pursuant to the provisions of the Florida Revised Uniform Partnership Law, Part I, Section 620.101, *et seq.*

1. Section V of the Certificate of Limited Partnership is amended as follows:

The Partnership shall commence as a limited partnership under the laws of the State of Florida upon the filing of this Certificate in the Office of the Department of State, Jacksonville, Florida. The term of the Partnership shall continue until December 31, 2040; provided, however, that the Partnership shall be dissolved prior to such date upon the happening of any of the following events:

- (a) the sale of all or substantially all the real estate or interest in real estate owned by the Partnership; or
- (b) the death, assignment for the benefit of creditors or adjudication of bankruptcy of any General Partner or entry of a decree or order for relief in respect of any General Partner under Title 11 of the United States Code, unless the Partnership shall be continued pursuant to the provisions of Section XIII hereof; or
- (c) any other cause of dissolution pursuant to Florida statutes.

2. The first sentence of Section X(d) of the Certificate of Limited Partnership shall be deleted. Specifically, the sentence, "No limited partnership interest may be assigned to or acquired by any corporation, a partnership in which one or more of the partners is a corporation, or any trust, one or more of the beneficiaries of which is a corporation." shall be deleted from the Certificate of Limited Partnership. The remainder of Section X(d) shall remain.

3. Section XIII of the Certificate of Limited Partnership is amended as follows:

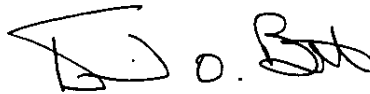
If an Event of Termination (as defined in Paragraph 21(b) as amended of the Partnership Agreement) shall occur with respect to any General Partner, the remaining General Partner or Partners, if any, or the last General Partner to have become a Retired General Partner (defined in the Partnership Agreement as a General Partner after an Event of Termination shall have occurred with respect to him, or a General Partner that is no longer employed by or affiliated with the Gene B. Glick Company, Inc.) or his heirs, successors or assigns, shall forthwith send notice of such Event of Termination to the Limited Partners, and the General Partners hereby covenant and agree in the Partnership Agreement, except where there is no remaining or substitute General Partner, to elect (if

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they shall then be General Partners) to continue the business of the Partnership for the balance of the term specified in Section V, as amended, hereof with all the Partnership property as before. If the effect of such Event of Termination is to remove the last remaining General Partner from the Partnership, the Limited Partners may elect within 90 days after receipt of the notice of such Event of Termination to reconstitute the Partnership and continue the business of the Partnership for the balance of the term specified in Section V, as amended, hereof with all of the Partnership property as before by selecting a substitute General Partner; provided, however, the power of the Limited Partners to elect a General Partner is subject to the provision of Paragraph 21(a) of the Partnership Agreement as amended therein. If a proposed substitute General Partner as contemplated by the preceding sentence is accepted by at least 51% in interest of the Limited Partners, he shall, subject to regulations of HUD, assume all the rights, powers and obligations of a General Partner under this Agreement upon his written acceptance and adoption of (i) all the terms and provisions of this Agreement and (ii) any HUD regulatory agreement applicable to the Project. Any such substitute General Partner shall have the option, but not the obligation, of acquiring the general partnership interest of the last remaining General Partner on the terms, in the manner and subject to the conditions set forth above, and, if such selection is made, the relationship of the then Partners and of any person who has acquired an interest of a Partner in the Partnership shall be governed by this Agreement. Any acquisition of the general partnership interest shall be made in consideration of the payment by the substituted General Partner to the General Partner of the fair market value of such interest.

4. This Amended Certificate is effective on the filing date.

Executed this 10TH day of OCTOBER, 2010.



Eugene B. Glick, General Partner,
by David O. Barrett, Attorney In Fact
pursuant to Power of Attorney executed
January 15, 2008, and recorded in the Office
of the Marion County Recorder as Instrument
No. 2008-0006265

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