

A14022
SENIOR CAMPUS LIVING

Legal Department

BY OVERNIGHT MAIL

August 21, 1997

Florida Department of State
Division of Corporations
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32399

100002275901--2
-08/25/97--01059--001
****105.00 ****105.00

Re: Amendment to Certificate of Limited Partnership of St. Charles Associates, Ltd.

Dear Sir or Madam:

I am hereby enclosing an amendment to the above-referenced certificate of St. Charles Associates, Ltd., a Florida limited partnership. Pursuant to this amendment, the former general partners are withdrawing and the new general partners of the Limited Partnership will be Senior Campus Living, LLC (qualification document #M97000000508) and SCL Partner, Inc. (qualification document #F97000004270). I am also including the filing fee of \$52.50 and an additional \$52.50 for a certified copy to be returned to my attention at: 701 Maiden Choice Lane, Baltimore, Maryland 21228.

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DIVISION OF CORPORATIONS

Thank you for your assistance with this matter. If there are any questions, please feel free to contact me at 410-737-8865.

Very truly yours,

Carla B. Ulgen

Carla B. Ulgen
Associate Counsel

Encl.

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Name	AR
Availability	
Document Examiner	AR
Updater	AR
Updater Verifier	AR
Acknowledgment	AR
W. P. Verifier	AR

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP AND
FIFTEENTH AMENDMENT TO AGREEMENT OF
LIMITED PARTNERSHIP OF ST. CHARLES ASSOCIATES, LTD.**

Reference is hereby made to that certain Certificate and Agreement of Limited Partnership of St. Charles Associates, Ltd., executed by the parties hereto on November 30, 1981 and recorded November 30, 1981 at Book 3633, Page 1512 in the official records of Palm Beach County, Florida; the first Amendment dated December 9, 1982 and recorded December 10, 1982 at Book 3842, Page 501 in the official records of Palm Beach County, Florida and filed with the Department of State for the State of Florida on February 16, 1983; the second Amendment to the above Certificate and Agreement, which Amendment was dated February 1, 1983 and recorded February 2, 1983 at Book 3874, Page 111 in the official records of Palm Beach County, Florida and filed with the Department of State for the State of Florida on February 16, 1983; the third Amendment to the above Certificate and Agreement, which Amendment was dated June 10, 1983 and recorded June 21, 1983 at Book 3971, Page 1725 in the official records of Palm Beach County, Florida and filed with the Department of State for the State of Florida on June 17, 1983; the Fourth Amendment to the above Certificate and Agreement, which Amendment was dated September 1, 1983, recorded November 14, 1983 at Book 4085, Page 1024, in the official records of Palm Beach County, Florida and filed with the Department of State for the State of Florida on September 23, 1983; the Fifth Amendment to the above Agreement, which Amendment was dated January 1, 1990; the Sixth Amendment to the above Agreement, which Amendment was dated September 15, 1990; the Seventh Amendment to the above Agreement, which Amendment was dated December 17, 1990; the Eighth Amendment to the above Agreement, which Amendment was dated January 2, 1991; the Ninth Amendment to the above Agreement, which Amendment was dated January 1, 1991; the Tenth Amendment to the above Agreement, which Amendment was dated October 12, 1993; the Eleventh Amendment to the above Agreement, which Amendment was dated April 25, 1994; the Twelfth Amendment to the above Agreement, which Amendment was dated December 22, 1994; the Thirteenth Amendment to the above Agreement, which Amendment was dated June 1, 1995; and the Fourteenth Amendment to the above Agreement, which Amendment was dated January 1, 1996.

Pursuant to the provisions of Section 620.109, Florida Statutes, St. Charles Associates Ltd., hereby adopts the following Certificate of Amendment to its Certificate of Limited Partnership and 15th Amendment to its Agreement of Limited Partnership:

Recitals

WHEREAS, John C. Erickson, a General Partner of the Partnership has assigned his interest as General Partner to Senior Campus Living, LLC (99.99% interest) and SCL Partner, Inc. (.01% interest);

WHEREAS, Senior Campus Living, Inc., a General Partner of the Partnership has assigned its interest as General Partner to Senior Campus Living, LLC (100%);

WHEREAS, certain Limited Partners of the Partnership have assigned their interests as Limited Partners to Senior Campus Living, LLC.

WHEREAS, both of the General Partners have consented to the assignment of the General Partner interests and the assignment of the Limited Partner interests;

WHEREAS, all of the Limited Partners, including John and Nancy Erickson, St. Charles Holding Limited Partnership, and James E. Nall, as Trustee of the James E. Nall Trust, have consented to the assignment of the General Partner interests.

NOW THEREFORE, the aforementioned Certificate and Agreement of Limited Partnership of St. Charles Associates, Ltd. is hereby amended in the following manner

FIRST: As of the effective date of this Amendment, John C. Erickson and Senior Campus Living, Inc., have withdrawn as General Partners of the Partnership. The Substituted General Partners shall be Senior Campus Living, LLC (99.99%) and SCL Partner, Inc. (.01%). *1147-508 701 Maiden Choice Lane Baltimore, MD 21208 same address F97-4270*

SECOND: As of the effective date of this Amendment, John and Nancy Erickson and St. Charles Holding Limited Partnership have withdrawn as Limited Partners of the Partnership and have assigned all of their limited partnership interest to Senior Campus Living, LLC, which shall be a substituted Limited Partner. James E. Nall, as Trustee of the James E. Nall Trust, remains as a Limited Partner of the Partnership subject to a Purchase Option Agreement of even date herewith.

THIRD: The effective date of this Amendment is January 1, 1997. The effective date of the amendment to the Certificate is upon filing with the Dept. of State.

IN WITNESS WHEREOF, each Withdrawing General Partner and each Substituted General Partner, on behalf of the Partnership and as Attorney in Fact for the Limited Partners, has hereunto set his hand to the Fifteenth Amendment to the Certificate and Agreement of Limited Partnership of St. Charles Associates, Ltd., effective as of the date specified above.

WITHDRAWING GENERAL PARTNERS

WITNESS:

Gladys A. Marku

JOHN C. ERICKSON, General Partner

John C. Erickson

Date: 7-31-97

WITNESS:

Gladys A. Marku

SENIOR CAMPUS LIVING, INC.,
General Partner

By: *John C. Erickson*
John C. Erickson, President

Date: 7-31-97

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SUBSTITUTED GENERAL PARTNERS

WITNESS:

Gladys A. Marku

SENIOR CAMPUS LIVING, LLC

By: [Signature]

Title: President

Date: 8-11-97

WITNESS:

Gladys A. Marku

SCL PARTNER, INC.

By: [Signature]

Title: President

Date: 8-11-97

Attorneys- in- fact for the following
Limited Partners:

James E. Nall, Trustee of the James E. Nall Trust.

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