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Florida Department of State
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FLORIDA/FOREIGN LP/LLLP
HERITAGE OAKS, LLLP

Certificate of Status	1
Certified Copy	1
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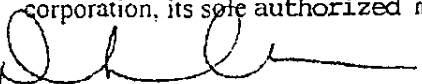
CONSENT TO USE OF SIMILAR NAME

Heritage Oaks, LLC, a limited liability company duly organized and existing under the laws of Florida, consents to the use of the name, Heritage Oaks, LLLP, as the name of a Florida limited liability limited partnership, for the purpose of forming Heritage Oaks, LLLP, of which Heritage Oaks, LLC, will be a general partner.

The undersigned certifies to being authorized by Heritage Oaks, LLC, to give this consent.

Heritage Oaks, LLC, a Florida limited liability company

By: Pinellas County Housing and Economic
Development Corporation, a Florida not for profit
corporation, its sole authorized member

By: 
Debra Johnson, General Manager

Date: 1-5-2015

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15 JAN -8 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE
OF
LIMITED LIABILITY LIMITED PARTNERSHIP
OF
HERITAGE OAKS, LLLP**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the General Partners of Heritage Oaks, LLLP, a Florida limited liability limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Liability Limited Partnership, to read as follows:

1. The name of the Partnership is:

HERITAGE OAKS, LLLP
2. The mailing address and street address of the Partnership currently is:

200 South Division Street
Buffalo, New York 14204
3. The name and address of the agent for service of process on the Partnership are:

Brian J. McDonough
Museum Tower, Suite 2200
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the General Partners of the Partnership are:

Norstar Heritage Oaks, Inc.
200 South Division Street
Buffalo, New York 14204

Heritage Oaks, LLC
11479 Ulmerton Road
Largo, FL 33778

5. The Partnership elects to be a limited liability limited partnership.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Liability Limited Partnership as General Partners, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January 6, 2015

NORSTAR HERITAGE OAKS, INC., a
Florida corporation, General Partner

By: 

Name: RICHARD L. HIGGINS

Title: VICE PRESIDENT OF GP

HERITAGE OAKS, LLC, a Florida
limited liability company, General Partner

By: _____

Name: _____

Title: _____

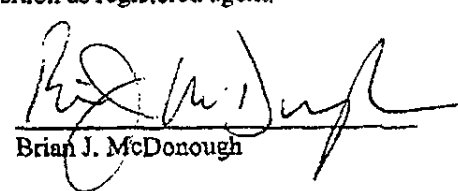
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accept my appointment as registered agent for Heritage Oaks, LLLP, a Florida limited liability limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 8, 2015


Brian J. McDonough

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Liability Limited Partnership as General Partners, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January __, 2015

NORSTAR HERITAGE OAKS, INC., a
Florida corporation, General Partner

By: _____
Name: _____
Title: _____

HERITAGE OAKS, LLC, a Florida
limited liability company, General Partner

By: Pinellas County Housing and
Economic Development
Corporation, its Sole Authorized
Member

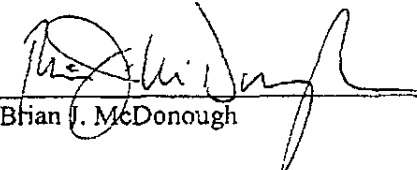
By: 
Debra Johnson, Manager

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CLERK OF DISTRICT COURT
PINELLAS COUNTY FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accept my appointment as registered agent for Heritage Oaks, LLLP, a Florida limited liability limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 8, 2015


Brian J. McDonough

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