

A19 000000256

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

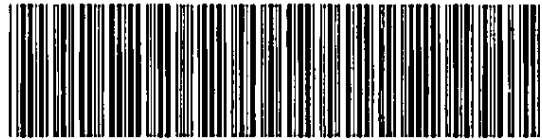
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Certified Copies

Certificates of Status

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*Amended
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BUTLER | SNOW

November 19, 2019

VIA FEDERAL EXPRESS

Florida Department of State
Florida Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

NAME OF LIMITED PARTNERSHIP: Cedar Grove MG LP

DOCUMENT NUMBER: A19000000256

FILING OF: Amended and Restated Certificate of Limited Partnership

Ladies and Gentlemen:

The enclosed are the following: (1) the "Amended and Restated Certificate of Limited Partnership" of Cedar Grove MG LP submitted to you for filing, (2) our check made payable to Florida Department of State in the amount of \$113.75 in payment of the filing fee (\$52.50), a Certificate of Status (\$8.75), and a Certified Copy of the Amended and Restated Certificate of Limited Partnership (\$52.50), and (3) a second copy of the Amended and Restated Certificate of Limited Partnership enclosed in order to obtain the hereby requested Certified Copy of the filed Amended and Restated Certificate of Limited Partnership.

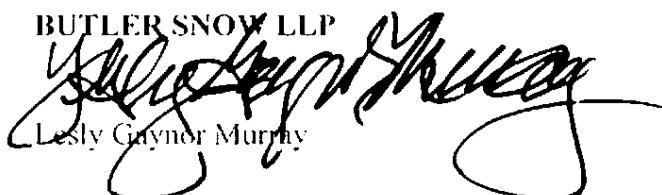
For further information concerning this matter, please contact Lesly Murray at 601-985-4564 or lesly.murray@butlersnow.com at your earliest convenience.

Please return all correspondence concerning this matter, the Certificate of Status and the Certified Copy (a) if possible, emailed to lesly.murray@butlersnow.com and (b) hard copy sent to Lesly Gaynor Murray, Butler Snow LLP, 1020 Highland Colony Parkway, Suite 1400, Ridgeland, MS 39157.

Thank you in advance for your prompt attention to this filing.

Very truly yours,

BUTLER SNOW LLP



Lesly Gaynor Murray

Butler Snow LLP

2019 NOV 21 PM 5:20

FILED

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
CEDAR GROVE MG LP**

This Amended and Restated Certificate of Limited Partnership of Cedar Grove MG LP (this "**Certificate**"), amends and restates the **Certificate of Limited Partnership of Cedar Grove MG LP**, filed with the State of Florida Department of State (the "Department of State") on June 18, 2019, assigned Florida document number A19000000256 (the "Original Certificate"). This Certificate shall be effective as of the date of filing of this Certificate with the Department of State (the "Effective Date"). The Original Certificate was entered into by, and this Certificate is entered into by, AOF Florida Affordable Housing Corp., a not-for-profit corporation duly formed under the laws of the State of Florida ("AOF-Florida"), in its capacity as the sole general partner of **Cedar Grove MG LP**. Pursuant to the Original Certificate and this Certificate, Cedar Grove MG LP is a duly formed and created limited partnership under the laws of the State of Florida, including in particular the Florida Revised Uniform Limited Partnership Act of 2005, as amended, Florida Statutes Section 620.1101, et seq. (the "Florida Limited Partnership Act").

Section 1. Name. The name of the Limited Partnership is "**Cedar Grove MG LP**" (the "Limited Partnership").

Section 2. Registered Address. The address of the registered office of the Limited Partnership in the State of Florida is:

Cogeny Global Inc.
115 N. Calhoun Street, Suite 4
Tallahassee, Florida 32301

Section 3. Registered Agent. The name and address of the registered agent for service of process on the Limited Partnership in the State of Florida is:

Cogeny Global Inc.
115 N. Calhoun Street, Suite 4
Tallahassee, Florida 32301

Section 4. Sole General Partner. AOF Florida Affordable Housing Corp., a Florida not-for-profit corporation, shall be the initial sole general partner of the Limited Partnership:

AOF Florida Affordable Housing Corp.
1000 Parkwood Circle, Suite 320
Atlanta, GA 30339

Section 5. Limited Partnership Agreement. AOF Florida Affordable Housing Corp., in its capacity as the initial sole general partner of the Limited Partnership, shall have the power to enter into, without limitation, a limited partnership agreement ("Limited Partnership Agreement").

Section 6. Purpose. The Limited Partnership is organized to operate exclusively in accordance with its Limited Partnership Agreement to acquire, construct, own and operate or to otherwise support affordable housing, including, without limitation, affordable multifamily rental housing property to be occupied in whole or requisite part by persons and families of low and moderate income, and in furtherance of that purpose, to transact any or all lawful business for which limited partnerships may be organized under the Florida Limited Partnership Act.

Section 7. Powers, Authority and Activities. The Limited Partnership shall have the powers, authority and activities as provided in the Limited Partnership Agreement consistent with the Florida Limited Partnership Act.

Section 8. Duration. The period of duration of the Limited Partnership shall be perpetual. The Limited Partnership shall be dissolved only in accordance with its Limited Partnership Agreement and the Florida Limited Partnership Act.

IN WITNESS WHEREOF, the undersigned duly authorized President of AOF Florida Affordable Housing Corp., the sole general Partner, has executed and delivered this **Amended and Restated Certificate of Limited Partnership of Cedar Grove MG LP** as of the Effective Date set forth hereinabove.

CEDAR GROVE MG LP

**By: AOF Florida Affordable Housing Corp.,
A Florida not-for-profit corporation**

By:


Philip J. Kennedy, President