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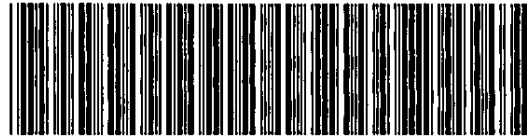
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
DEC 17 2012

**JOHN NILES
1621 CLOWER CREEK DRIVE, TR-172
SARASOTA, FLORIDA 34231**

**Telephone (941) 918-1777
Fax (941) 918-1879
jkniles@yahoo.com**

December 8, 2012

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Niles Federal Limited Partnership
TIN 59-2779504**

Sirs:

Please find enclosed for filing a Certificate of Amendment of Limited Partnership for Niles Federal Limited Partnership, dated November 20, 2012. The effect of this amendment is to decrease the general partner interest from its former 74.255% percentage to the new percentage of 29.255%; to increase the limited partner interests to a new total percentage of 70.745%; to admit new limited partners; and to adjust the respective interests held by the partners accordingly.

No additional capital contributions have been or will be made by the limited partners.

Please confirm receipt and filing of this document. A check for \$52.50 is enclosed for the filing fee.

Sincerely yours,



**John Niles,
General Partner**

NILES FEDERAL LIMITED PARTNERSHIP

CERTIFICATE OF AMENDMENT OF LIMITED PARTNERSHIP

FILED
12 DEC 14 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole General Partner, all Continuing Limited Partners, the Retiring Limited Partner and the New Limited Partners of Niles Federal Limited Partnership, originally formed under Certificate of Limited Partnership and Agreement of Limited Partnership dated January 20, 1987 and filed with the Department of State of Florida on January 28, 1987, as amended by (i) Certificate of Amendment of Limited Partnership and Amendment of Limited Partnership Agreement dated September 6, 1990 and filed with the Department of State of Florida on September 11, 1990, (ii) Certificate of Amendment of Limited Partnership dated November 14, 1996 and filed with the Department of State of Florida on November 18, 1996, (iii) Certificate of Amendment of Limited Partnership dated December 31, 1999 and filed with the Department of State of Florida on January 19, 2000, (iv) Certificate of Amendment of Limited Partnership dated January 1, 2000 and filed with the Department of State of Florida on January 19, 2000, (v) Certificate of Amendment of Limited Partnership dated October 1, 2003 and filed with the Department of State of Florida on December 18, 2003, (vi) Certificate of Amendment of Limited Partnership dated December 31, 2003 and filed with the Department of State of Florida on January 26, 2004, (vii) Certificate of Amendment of Limited Partnership dated August 31, 2005 and filed with the Department of State of Florida on December 13, 2005 and (viii) Certificate of Amendment of Limited Partnership dated December 31, 2009 and filed with the Department of State of Florida on February 10, 2010 (as so amended hereinafter referred to as "said Certificate and Agreement"), for the purpose of conversion of a portion of the present General Partner interest to increased Limited Partner interests and the admission of three New Limited Partners, do hereby consent and agree as follows:

A. The General Partner interest, heretofore comprising a 74.255% Partnership Interest, is hereby decreased to a 29.255% Partnership interest, and the aggregate Partnership Interests of the Continuing Limited Partners and the New Limited Partners are increased to a total of 70.745% in Limited Partnership Interests.

B. The new Limited Partnership interests created by conversion from the assignment of a portion of the General Partner interest to certain of the Continuing

Limited Partners and New Limited Partners, pursuant to the Irrevocable Assignment of Partnership Interests, each of even date herewith, as follows:

- (1) 5.000% to each of Susan N. Schirmer and Peter F. Niles as Continuing Limited Partners;
- (2) 5.000% to Jonathan L. Niles as a New Limited Partner; and
- (3) 30.000% to John Niles, as Trustee of John Niles Revocable Trust under declaration dated August 12, 2002, as amended, as a New Limited Partner.

C. Kayla Niles, as Trustee of Kayla Niles Revocable Trust dated August 24, 2000, as amended and restated, is admitted as a New Limited Partner in place of Kayla Niles as Retiring Limited Partner and Kayla Niles' entire partnership interest as a limited partner is hereby transferred to Kayla Niles, as Trustee of Kayla Niles, Revocable Trust dated August 24, 2000, as amended and restated.

D. No additional capital contributions are to be made by any of the Limited Partners in connection with this Amendment of said Certificate and Agreement.

E. Schedule A of said Certificate and Agreement, as heretofore amended, is further amended to read as follows:

NILES FEDERAL LIMITED PARTNERSHIP

SCHEDULE A

<u>Partner's Name and Business Address</u>	<u>Capital Contributions</u>	<u>Partnership Interest</u>
<i><u>General Partner:</u></i>		
John Niles, as Trustee of John Niles Revocable Trust under declaration dated August 12, 2002, as amended 1621 Clower Creek Drive, TR-172 Sarasota, Florida 34231	\$2.93	29.255%

Continuing Limited Partners:

Susan N. Schirmer 513 South Tracy Avenue Bozeman, Montana 59715	\$1.27	12.740%
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Peter F. Niles 1120 15 th Street Bellingham, Washington 98225	\$1.27	12.740%
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New Limited Partners:

Jonathan L. Niles 1920 Eastlawn Avenue Durango, CO 81301	\$0.50	5.000%
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Kayla Niles, as Trustee of Kayla Niles Revocable Trust under declaration dated July 24, 2000, as amended and restated 1621 Clower Creek Drive, TR-172 Sarasota, Florida 34231	\$1.03	10.265%
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John Niles, as Trustee of John Niles Revocable Trust under declaration dated August 12, 2002, as amended 1621 Clower Creek Drive, TR-172 Sarasota, Florida 34231	\$3.00	30.000%
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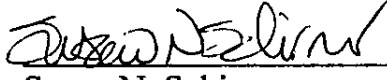
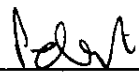
Totals	<u>\$10.00</u>	<u>100.000%</u>
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In witness whereof the parties hereto have executed and delivered this Certificate of Amendment of Limited Partnership this 20th day of November, 2012.

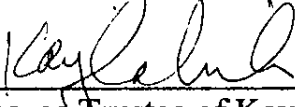
GENERAL PARTNER


John Niles, as Trustee of John Niles
Revocable Trust under declaration
dated August 12, 2002, as amended


CONTINUING LIMITED PARTNERS


Susan N. Schirmer

Peter F. Niles


NEW LIMITED PARTNERS


Kayla Niles, as Trustee of Kayla Niles
Revocable Trust under declaration
dated July 24, 2000, as amended and restated

RETIRING LIMITED PARTNER


Kayla Niles


Jonathan L. Niles


John Niles, as Trustee of John Niles
Revocable Trust under declaration
dated August 12, 2002, as amended


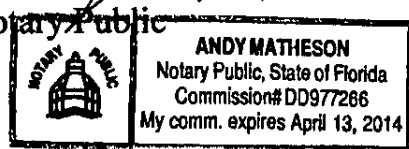
ACKNOWLEDGEMENT

State of Florida
Sarasota County

November
December 29, 2012

Before me personally appeared John Niles, who being first by me duly sworn did depose and say that he is Trustee of the John Niles Revocable Trust as aforesaid, and that he executed the foregoing instrument as General Partner of Niles Federal Limited Partnership as his free act and deed as Trustee of said Trust.

In witness whereof I have hereunto set my hand and affixed my official stamp the day and year above written.


Notary Public

ANDY MATHESON
Notary Public, State of Florida
Commission# DD977266
My comm. expires April 13, 2014