

Division of Corporations

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**A31952**

Florida Department of State  
Division of Corporations  
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION  
WINTER COUNTRY GARDEN ASSOCIATES, L.P., LTD.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$52.50

C. LEWIS

JAN 1 2011

EXAMINER

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2010 DEC 30 AM 8:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
WINTER COUNTRY GARDEN ASSOCIATES, L.P., LTD.**

A31952

Pursuant to the provisions of §620.1910, Florida Statutes, this limited partnership, whose Application by Foreign Limited Partnership for Authorization to Transact Business in Florida was filed with the Florida Department of State on September 9, 1991 (the "Application"), and later amended by the filing of that certain Amendment to Certificate of Limited Partnership on March 2, 1993 (together with the Application, the "Certificate"), hereby submits the following in connection with a Second Amendment to the Certificate of Limited Partnership:

1. The name of the Partnership is WINTER COUNTRY GARDEN ASSOCIATES, L.P., LTD. (the "Partnership"). The Partnership was originally filed in the State of California under the name of WINTER COUNTRY GARDEN ASSOCIATES, L.P. and authorized to transact business in Florida by its filing of the Application.

2. The address of the office where records shall be kept shall be 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

3. Paragraph 9 of the Application is hereby deleted in its entirety, and the following is substituted in lieu thereof:

Name of General Partner:

L11000000005

Specific Address:

SAS WINTER COUNTRY GARDEN  
MANAGERS, L.L.C., a Florida limited  
liability company.

655 West Morse Boulevard, Suite 212  
Winter Park, Florida 32789

4. The mailing address of the Partnership is 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789.

[SIGNATURES TO FOLLOW ON NEXT PAGE]

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2010 DEC 30 AM 8:30

ALLEN HANSEL & KATZ, P.A.  
FALL HANSEL, FLORIDA

The Certificate has been executed by the undersigned as of the 30<sup>th</sup> day of December, 2010.

**GENERAL PARTNER:**

**SAS WINTER COUNTRY GARDEN  
MANAGERS, L.L.C.**, a Florida limited liability  
company

By: Southern Affordable Services, Inc., a  
Florida non-profit corporation, its  
sole member

By:   
Scott D. Clark, President

**FORMER GENERAL PARTNER:**

**CED CAPITAL HOLDINGS I, LTD.**, a Florida  
limited partnership

By: CED Construction, Inc., a Florida  
corporation, its general partner

By: \_\_\_\_\_  
Edward J. Kleinman, President

2010 DEC 30 AM 2:30

SECURITY SYSTEMS  
FALLAHASSEE, FLORIDA

The Certificate has been executed by the undersigned as of the 30<sup>th</sup> day of December, 2010.

**GENERAL PARTNER:**

**SAS WINTER COUNTRY GARDEN  
MANAGERS, L.L.C.**, a Florida limited liability  
company

By: Southern Affordable Services, Inc., a  
Florida non-profit corporation, its  
sole member

By: \_\_\_\_\_  
Scott D. Clark, President

**FORMER GENERAL PARTNER:**

**CED CAPITAL HOLDINGS I, LTD.**, a Florida  
limited partnership

By: CED Construction, Inc., a Florida  
corporation, its general partner

By: \_\_\_\_\_  
Edward J. Kleinman, President

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BROAD AND CASSEL, P.A.  
TALLAHASSEE, FLORIDA**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for WINTER COUNTRY GARDEN ASSOCIATES, L.P., LTD. the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.1114, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL  
FLORIDA, INC.**, a Florida corporation

By: \_\_\_\_\_



Janice Myers, Vice President

Dated this 30th day of December, 2010.