

Division of Corporations

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Florida Department of State
Division of Corporations
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

PARK CITY, LTD.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
PARK CITY, LTD.**

Pursuant to the provisions of §620.1202 and §620.1115, Florida Statutes, this limited partnership, whose certificate was filed with the Florida Department of State on February 24, 1993 (as subsequently amended by that certain filing on December 30, 1993), adopts the following Amended and Restated Certificate of Limited Partnership (the "Certificate"):

1. The current name of the Partnership is PARK CITY, LTD. (the "Partnership").
2. The address of the office where records shall be kept shall be 10227 Wincopin Circle, Columbia, Maryland 21044. 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. The name and business addresses of the General Partners shall be:

FSGP/PARK CITY, LLC, a Florida limited liability company **L07-122740**
10227 Wincopin Circle
Columbia, Maryland 21044

and

OPA-LOCKA PARK CITY, INC., a Florida corporation
300 N.W. 12th Avenue
Miami, Florida 33128
4. The mailing address of the Partnership is 10227 Wincopin Circle, Columbia, Maryland 21044.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2043.

SIGNATURES TO FOLLOW ON NEXT PAGE

Amended and Restated COLP - Park City, Ltd.

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39327/0001 7/22/2008 6:15 PM

The Certificate has been executed by the undersigned this 21st day of August, 2008.

WITHDRAWING GENERAL PARTNER:

GMN AFFORDABLE HOUSING PARTNER,
VII, INC., a Florida corporation

By: [Signature]Name: P. S. [Signature]Title: PRESIDENT**REMAINING GENERAL PARTNER:**

OPA-LOCKA PARK CITY, INC., a Florida
corporation

By: _____

Name: _____

Title: _____

INCOMING GENERAL PARTNER:

FSGP/PARK CITY, LLC, a Florida limited
liability company

By: Enterprise Community Partners, Inc., a
Maryland non-profit corporation, its sole
member

By: _____

Name: _____

Title: _____

2008.

The Certificate has been executed by the undersigned this 21st day of August

WITHDRAWING GENERAL PARTNER:

**GMN AFFORDABLE HOUSING PARTNER,
VII, INC., a Florida corporation**

By: [Signature]Name: P. S. [Signature]Title: PRESIDENT**REMAINING GENERAL PARTNER:**

**OPA-LOCKA PARK CITY, INC., a Florida
corporation**

By: [Signature]Name: William [Signature]Title: PRESIDENT**INCOMING GENERAL PARTNER:**

**FSGP/PARK CITY, LLC, a Florida limited
liability company**

By: Enterprise Community Partners, Inc., a
Maryland non-profit corporation, its sole
member

By: _____

Name: _____

Title: _____

Amended and Restated COLP - Park City, Ltd.

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2008.

The Certificate has been executed by the undersigned this 21st day of August

WITHDRAWING GENERAL PARTNER:

**GMN AFFORDABLE HOUSING PARTNER,
VII, INC.,** a Florida corporation

By: _____
Name: _____
Title: _____

REMAINING GENERAL PARTNER:

OPA-LOCKA PARK CITY, INC., a Florida
corporation

By: _____
Name: _____
Title: _____

INCOMING GENERAL PARTNER:

FSGP/PARK CITY, LLC, a Florida limited
liability company

By: Enterprise Community Partners, Inc., a
Maryland non-profit corporation, its sole
member

By: [Signature]
Name: FRITH E. THOMAS
Title: VICE PRESIDENT

Amended and Restated COLP - Park City, Ltd.

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for PARK CITY, 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 C. Myers,
Vice President

Dated this 2nd day of Sept., 2008.

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TALLAHASSEE FLORIDA

Amended and Restated COLP - Park City, Ltd.

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