

FEB 03 05 TH 11:56 PM
Division of Corporations

FAX NO.

P. 01

Page 1 of 1

FILED
2005 FEB - 3 AM 9:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

A9500000/145

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000017570 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : T19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

LIMITED PARTNERSHIP AMENDMENT

EAGLES RUN HOUSING PARTNERS II, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$113.75

Electronic Filing Menu

Corporate Filing

Public Access Help

W

J. BROWN FEB - 4 2005

FEB-03-05 THU 01:56 PM
830-203-0381

1/24/2005 10:46

FAX NO.

PAGE 001/001

Florida Dept of State

P. 02



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 24, 2005

BROAD AND CASSELL (ORLANDO)

SUBJECT: EAGLES RUN HOUSING PARTNERS II, LTD.
REF: A95000001145

FILED
2005 FEB -3 AM 9:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

FAX Aud. #:
Letter Number: 305A00004617

RECEIVED
05 FEB -3 PM 1:04
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FEB-03-05 THU 01:58 PM

FAX NO.

P. 03

Electronic Filing

Florida Dept of State

Fax Audit No. 1105000017570.3

**SECOND AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
EAGLES RUN HOUSING PARTNERS II, LTD.**

Pursuant to the authority of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, constituting the withdrawing and current general partners of EAGLES RUN HOUSING PARTNERS II, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is EAGLES RUN HOUSING PARTNERS II, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was July 27, 1995 (the "Original Certificate"). The Certificate was amended pursuant to the filing of that certain First Amendment to the Original Certificate filed on October 18, 1995 (the "Amendments") (the Original Certificate and the Amendments are hereinafter collectively referred to as the "Certificate").
3. Paragraph 2 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:
 2. The address of the office where records shall be kept shall be 227 Sandy Springs Circle, D103-184, Atlanta, Georgia 30328. 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 1100, Orlando, Florida 32801.
4. Paragraph 3 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:
 3. The name and business address of the general partners are:

NDG EAGLES RUN II, LLC, a Georgia limited liability company # M05000000515
227 Sandy Springs Circle, D103-184
Atlanta, Georgia 30328

NHI EAGLES RUN II, LLC, a Georgia limited liability company # M05000000513
227 Sandy Springs Circle, D103-184
Atlanta, Georgia 30328
5. Paragraph 4 of the Certificate is amended to reflect 227 Sandy Springs Circle, D103-184, Atlanta, Georgia 30328 as the mailing address of the limited partnership.
7. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

The undersigned have herunto set their hand and seal this 31st day of December, 2004.

WITHDRAWING GENERAL PARTNERS:

CED CAPITAL HOLDINGS IV B, LTD., a Florida limited partnership

By: CED Capital Holdings IV B, Inc.,
a Florida corporation, its general partner

By: Tricia Doody, Vice President

FEB-03-05 THU 01:57 PM

FAX NO.

P. 04

Electronic Filing
Florida Dept of State
Fax Audit No. 1105000017570 3

NUROCK CORPORATION, a Georgia Corporation

By: Robert G. Hoskins, President

NUROCK HOUSING FOUNDATION I, INC., a Georgia
non-profit corporation

By: Robert G. Hoskins, President

GENERAL PARTNERS:

NDG EAGLES RUN II, LLC, a Georgia limited liability
company

By: Robert G. Hoskins, Manager

NH EAGLES RUN II, LLC, a Georgia limited liability company

By: Robert G. Hoskins, Manager

FILED
2005 FEB -3 AM 9:57
NUROCK CORPORATION
TALLAHASSEE, FLORIDA