



## Florida Department of State

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To:

Division of Corporations

Fax Number : (850)617-6383

From:

mim Gross

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON

Account Number : I20060000135 Phone : (305) 789-3200 Fax Number : (305)789-4137

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## LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION MADISON COVE OF GAINESVILLE LTD.

Certificate of Status	1
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## SECOND AMENDMENT TO AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP FOR MADISON COVE OF GAINESVILLE LTD. A 1 512

Pursuant to the provisions of Section 620.1202, Florida Statutes, MADISON COVE OF GAINESVILLE LTD., a Florida limited partnership (the "Partnership"), whose Certificate of Limited Partnership was filed with the Florida Department of State on March 18, 1996, assigned Florida Document Number A96000000512, as subsequently amended and restated by that certain Amended and Restated Certificate of Limited Partnership, filed with the Florida Department of State on June 16, 1997, as further amended by that certain First Amendment to Amended and Restated Certificate of Limited Partnership for the Partnership, filed with the Florida Department of State on March 19, 2014 (collectively, the "Certificate of Limited Partnership"), the undersigned hereby adopt the following amendments to the Certificate of Limited Partnership.

- 1. Stefan M. Davis hereby withdraws as a general partner of the Partnership.
- 2. The successor general partner in the Partnership is Madison Cove of Alachua County, Inc., a Florida corporation, Document Number P14000017680. The name and address of each remaining general partner interested in the Partnership is:

Name and Address
Madison Cove of Alachua County, Inc.
20725 SW 46<sup>th</sup> Avenue
Newberry, Florida 32669

- 3. The mailing address for the Partnership is 20725 SW 46th Avenue, Newberry, Florida 32669.
- 4. Pursuant to and in accordance with Section 7.1(a) of the Amended and Restated Agreement of Limited Partnership, the Investment Limited Partner hereby consents to the withdrawal of Stefan M. Davis as general partner of the Partnership and to the appointment of Madison Cove of Alachua County, Inc. as the successor general partner of the Partnership.

This Second Amendment to Amended and Restated Certificate of Limited Partnership for the Partnership is duly executed and is filed in accordance with the Florida Statutes. No separate amendment exists.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK – SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, the undersigned hereto have executed this Second Amendment to Amended and Restated Certificate of Limited Partnership for the Partnership this zor day of March 2014.

Witness:

Signature of Witness

Withdrawing General Partner:

Stefan M. Davis

Bv:

Name: Stefan M. Davis

Witness:

Signature of Witness

Name: Stefan M. Davis

Successor General Partner:

Inc., a Florida corporation

Madison Cove of Alachua County,

President

STATE OF FLORIDA

COUNTY OF ALACHUA

On this 2014 day of March 2014, before me the undersigned authority, personally came STEFAN M. DAVIS, known by me to be the person whose name is subscribed to the within instrument, who being by me first duly sworn did acknowledge that he executed the same.

Witness my hand and official seal the

JAMES J. STOCKMAN MY COMMISSION & ESSIPE EXPIRES: March 07, 2017

ublic State of Florida My Commission Expires:

STATE OF FLORIDA COUNTY OF ALACHUA

On this 2014 day of March 2014, before me the undersigned authority, personally came STEFAN M. DAVIS, President; of Madison Cove of Alachua County, Inc., a Florida corporation, on behalf of the corporation, known by me to be the person whose name is subscribed to the within instrument, who being by me first duly sworn did acknowledge that he executed the same.

Witness my hand and official seal the day and year above written.

JAMES J. STOCKMAN Y COMMISSION & ERESTING EXPIRES: March 07, 2017

Ndiary Dublic, Stale of Florida My Commission Expires:

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## Consent of Investment Limited Partner

Boston Capital Corporate Tax Credit Fund VIII, a Limited partnership

By: BCCTC Associates VIII Limited partnership, its General Partner

By: BCCTC Associates VIII, LLC, its General Partner

BCCTC Associates, Inchits Manager

By:

Jeffrey/HUGoldstein, Executive Vice President

ОГ

Marc N. Teal, Senior Vice President

Print Name: Michael Notate

STATE OF MILYS ACHOLIC

COUNTY OF THE COUNTY

Witness:

On this 15 day of March 2014, before me the undersigned authority, personally came COCKER 15 Conditions on behalf of Boston Capital Corporate Tax Credit Fund VIII, a limited partnership, known by me to be the person whose name is subscribed to the within instrument, who being by me first duly sworn did acknowledge that he/she executed the same.

Witness my hand and official scal the day and year above written.

Notary Public, State of Individuality
My Commission Expires: "To Soil

MARY ANN CORCORAN

NOTATY Public

OMMONWEALTH OF MASSACHUSETTS

ONWEALTH OF MASSACHUSEY My Commission Explos August 18, 2017