

B04000000535

Florida Department of State
Division of Corporations
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06 FEB -2 AM 10/7
DIVISION OF CORPORATIONS
LP/LP AMENDMENT/RESTATEMENT/CORRECTION

CUTLER VISTA PRESERVATION, L.P.

Certificate of Status	0
Certified Copy	0
Page Count	8
Estimated Charge	\$52.50

Electronic Filing Menu

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Help

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 FEB -2 AM 9:32

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AND
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February 1, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CUTLER VISTA PRESERVATION, L.P.
C/O THE RELATED COMPANIES
60 COLUMBUS CIRCLE
NEW YORK, NY 10023

SUBJECT: CUTLER VISTA PRESERVATION, L.P.
REF: B04000000535

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

An original certificate or certified copy, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which the entity is organized, must be attached to the Amendment to Certificate of Authority for Foreign LP or Foreign LLLP (as requested under line 9).

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) 245-6853.

Leslie Sellers
Document Specialist

FAX Aud. #: H06000026588
Letter Number: 106A00007308

RESUBMIT

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**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Cutler Vista Preservation, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 12/10/2004

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Cutler Vista Preservation, LLC

60 Columbus Circle
New York, NY 10023

Cutler Vista Preservation GP II, LLC

60 Columbus Circle
New York, NY 10023

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- ☐ The entity elects to be a limited liability limited partnership.
- ☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

Mark E. Carbone

Typed or printed name:

Cutler Vista Preservation, LLC BY: Mark E. Carbone
Vice President

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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Delaware

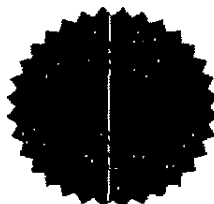
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CUTLER VISTA PRESERVATION, L.P.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2006, AT 9:13 O'CLOCK A.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4493209

DATE: 02-01-06

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State of Delaware
Secretary of State
Division of Corporations
Delivered 09:29 AM 01/31/2006
FILED 09:13 AM 01/31/2006
SRV 060089481 - 3865019 FILE

STATE OF DELAWARE AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

CUTLER VISTA PRESERVATION, L.P.

that the undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, do hereby certify as follows:

1. The name of the limited partnership is: Cutler Vista Preservation, L.P.
2. The date of filing the certificate of limited partnership is: October 6, 2004.
3. The amendment of the Certificate of Limited Partnership affected by this Certificate of Amendment is as follows: To reflect the admission of a new general partner and to specify the purpose of the Partnership.
4. To accomplish the foregoing regarding the admission of a new general partner, Article 3 of the Certificate of Limited Partnership shall be amended as follows:

"3. Name and Address of the General Partners: The name and address of each general partner of the Partnership is:

Cutler Vista Preservation, LLC
c/o The Related Companies, L.P.
60 Columbus Circle
New York, NY 10023

Cutler Vista Preservation GP II, LLC
c/o The Related Companies, L.P.
60 Columbus Circle
New York, NY 10023"

5. To accomplish the foregoing relating to the purpose of the Partnership, Article 4 hereby added to the Certificate of Limited Partnership and shall read as follows:

"4. The purpose of the Partnership is limited solely to (i) acquiring, rehabilitating, developing, constructing, owning and operating that certain 216-unit rental

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housing facility known as Cutler Vista Apartments (the "Project") located in the City of Miami, Miami-Dade County, Florida, whereby the Partnership will be the owner of the Project, (ii) obtaining a loan of the proceeds of certain multifamily housing revenue bonds issued by the Florida Housing Finance Corporation (the "Bonds") in the original aggregate principal amount of approximately \$7,700,000 (the "Loan") to finance the transactions described in (i) above, and (iii) transacting any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing.

So long as the Bonds are outstanding, the Partnership shall:

(a) not engage in any business or activity other than the acquisition, development, rehabilitation, ownership and operation of the Project, as more specifically set forth in Section 2.5 of the Amended and Restated Partnership Agreement (the "Partnership Agreement"); or

(b) not incur, assume or guaranty any indebtedness other than indebtedness expressly permitted by the Partnership Agreement or the documents evidencing or securing the Bonds; or

(c) not violate or fail to comply with the covenants to maintain its identity as an entity separate from any other person or entity as set forth in Section 2.5 of the Partnership Agreement."

6. Except as amended hereby the Certificate of Limited Partnership shall remain in full force and effect.

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TALLAHASSEE, FLORIDA

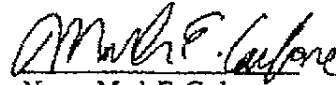
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IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Certificate of Limited Partnership on this 25th day of January, 2006.

Cutler Vista Preservation, LLC,
a general partner

By: 
Name: Mark E. Carbone
Title: Vice President

Cutler Vista Preservation GP II, LLC,
a general partner

By: 
Name: Mark E. Carbone
Title: Vice President

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