

Division of Corporations

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: AMY J. PATTERSON
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address:

amy.patterson@cnl.com

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
CNL INCOME GW WI-DEL, LP

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

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APR 23 2012

EXAMINER

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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:

CNL Income GW WI-DEL, LP

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 10/26/2005

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

CLP GW WI-DEL, LP

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:

CLP GW WI-DEL GP, LLC

450 S. Orange Avenue
Orlando, FL 32801

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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:

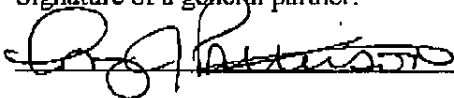
8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- ☐ 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:



Typed or printed name:

Amy J. Patterson, Authorized Representative

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

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Delaware

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PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "CNL INCOME GW WI-DEL, LP", CHANGING ITS NAME FROM "CNL INCOME GW WI-DEL, LP" TO "CLP GW WI-DEL, LP", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2012, AT 10:05 O'CLOCK A.M.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9338051

DATE: 02-02-12

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CNL INCOME GW WI-DEL, LP

FIRST. The name of the limited partnership is CNL INCOME GW WI-DEL, LP (the "Partnership").

SECOND. Article 1 of the Certificate of Limited Partnership of the Partnership, filed on 10/7/2005 in the Office of the Secretary of State of the State of Delaware, shall be amended as follows:

The name of the Partnership shall be CLP GW WI-DEL, LP.

IN WITNESS WHEREOF, the undersigned Authorized Person of the General Partner of the Partnership has executed this Certificate of Amendment to Certificate of Limited Partnership this 31st day of January, 2012.

By: CNL INCOME GW WI-DEL GP, LLC,
as General Partner

By: /S/ AMY J. PATTERSON

Name: Amy J. Patterson

Title: Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:05 AM 02/01/2012
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