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Division of Corporations

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Florida Department of State
Division of Corporations
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
ST. LUCIE CLUB AFFORDABLE HOUSING PARTNERS, L.P., LT

Certificate of Status	0
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Page Count	04
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J. SAULSBERRY
EXAMINER

DEC 30 2011

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

Pursuant to the provisions of §620.1202, Florida Statutes, the undersigned, constituting the former and current general partners of St. Lucie Club Affordable Housing Partners, L.P., a California limited partnership (the "Partnership"), submits the following:

1. The name of the Partnership as it appears on the records of the Florida Department of State is: St. Lucie Club Affordable Housing Partners, L.P., Ltd.
2. The jurisdiction of the Partnership's formation is California.
3. The date the Partnership was authorized to transact business in Florida is August 24, 1993.
4. The name and business address of the General Partner is:

SAS St. Lucie Club Managers, L.L.C., a Florida limited liability company
700 West Morse Blvd., Suite 101
Winter Park, Florida 32789
5. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment, duly authenticated by the official having custody of records in the jurisdiction under the law of which the Partnership is organized.

The undersigned has hereunto executed this Amendment this 29th day of December, 2011.

FORMER GENERAL PARTNER:

CED CAPITAL HOLDINGS III, LTD., a Florida limited partnership

By: CED Construction, Inc., a Florida corporation, its general partner

By: 
Brian Spear, Vice President

GENERAL PARTNER:

SAS ST. LUCIE CLUB MANAGERS, L.L.C., a Florida limited liability company

By: Southern Affordable Services, Inc., a Florida non-profit corporation, its sole member

By: _____
Jay P. Brock, Executive Vice President

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LP-2 Amendment to Certificate of Limited Partnership (LP)

To change information of record for your LP, fill out this form, and submit for filing along with:

- A \$30 filing fee,
- A separate, non-refundable \$15 service fee, if you drop off the completed form.

Items 3-7: Only fill out the information that is changing. Attach extra pages if you need more space or need to include any other matters.

ENDORSED - FILED
 in the office of the Secretary of State
 of the State of California

DEC 28 2011

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For questions about this form, go to www.sos.ca.gov/business/be/filing-lps.htm

- ① LP's File No. (issued by CA Secretary of State): 199311960012
- ② LP's Exact Name (on file with CA Secretary of State): St. Lucie Club Affordable Housing Partners, L.P.

③ New LP Name:

The new LP name must end with "Limited Partnership," "LP," or "L.P." and may not contain "bank," "insurance," "trust," "trustee," "incorporated," "inc.," "corporation," or "corp."

④ New LP Office Address in California:

street address city (no abbreviations) state zip

⑤ New Agent/Address for Service of Process: (The agent must be a CA resident or qualified 1505 corporation in CA.)

a. Agent's name: _____

b. Agent's address: street address (if agent is not a corporation) city (no abbreviations) state zip

⑥ General Partner Changes:

a. New general partner: SAS St. Lucie Club Managers, LLC, 1551 Sandspur Road, Maitland, FL 32751
 name address city (no abbreviations) state zip

b. Address change: name new address city (no abbreviations) state zip

c. Name change: Old name: _____ New name: _____

d. Name of dissociated general partner: CED Capital Holdings III, Ltd., a Florida limited partnership

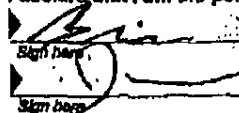
⑦ Dissolved LP: (Either check box a or check box b and complete the information. Note: To terminate the LP, also file a Certificate of Cancellation (Form LP-477), available at www.sos.ca.gov/business/be/forms.htm.)

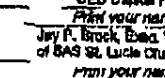
- a. ☐ The LP is dissolved and wrapping up its affairs.
- b. ☐ The LP is dissolved and has no general partners. The following person has been appointed to wrap up the affairs of the LP:

name address city (no abbreviations) state zip

⑧ Read and sign below: This form must be signed by (1) at least one general partner; (2) by each person listed in Item 6a; and (3) by each person listed in Item 6d if that person has not filed a Certificate of Dissociation (Form LP-101). If item 7b is checked, the person listed must sign. If a trust, association, attorney-in-fact, or any other person not listed above is signing, go to www.sos.ca.gov/business/be/filing-lps.htm for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this amendment.

I declare that I am the person who signed this form and that I am signing this form as an agent.

Sign here:  Brian Spear, V President of CED Construction, Inc. as managing gp of CED Capital Holdings III, Ltd., a Florida limited partnership
 Print your name here: _____ Date: 12/29/11

Sign here:  Jay P. Brock, Esq. VP of Southern Affordable Services, as sole member of SAS St. Lucie Club Managers, LLC.
 Print your name here: _____ Date: 12/29/11

Make check/money order payable to: Secretary of State
 We can give you up to 2 free certified copies of your filed form if you submit up to 2 completed copies of this form (with all attachments).

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I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
Florida Secretary of State's office.

DEC 28 2011

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State