

Division of Corporations

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B9300000356Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
MISSION POINTE AFFORDABLE HOUSING PARTNERS, L.P., LT

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 03 2011

EXAMINER

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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 Mission Pointe 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 Mission Pointe 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 Mission Pointe Managers, L.L.C., a Florida limited liability company
700 West Morse Blvd., Suite 101
Winter Park, Florida 32789

L110001 35018

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
Brian Spear, Vice President

GENERAL PARTNER:

SAS MISSION POINTE 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
Jay P. Brock, Executive Vice President

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TALLAHASSEE, FLORIDA

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11 DEC 30 AM 9:00
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LP-2	Amendment to Certificate of Limited Partnership (LP)	ENDORSED - FILED in the office of the Secretary of State of the State of California DEC 23 2011
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.		This Space For Office Use Only
For questions about this form, go to www.sos.ca.gov/businessbeforefiling-lps.htm		
① LP's File No. (issued by CA Secretary of State): 199311900014	② LP's Exact Name (fill in with CA Secretary of State): MISSION POINTE 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:		
CA		
street address	city (no abbreviations)	state zip
⑤ New Agent/Address for Service of Process: (The agent must be a CA resident or qualified LLC corporation in CA.)		
a. Agent's name:		
b. Agent's address:		
CA		
street address (if agent is not a corporation)	city (no abbreviations)	state zip
⑥ General Partner Changes:		
a. New general partner: SAS MISSION POINTE MANAGERS, LLC		
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 dissolved general partner: CHD 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-47), available at www.sos.ca.gov/businessbeforefiling-lps.htm .)		
a. <input type="checkbox"/> The LP is dissolved and wrapping up its affairs.		
b. <input type="checkbox"/> 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/businessbeforefiling-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 signing this form is my act.		
Sign here	Jay P. Buck, Esq., VP of Sas Mission Pointe Managers, LLC member of SAS Mission Pointe Managers, LLC	Date 12/23/11
Sign here	Brian Spoor, VP of CHD Construction, Inc., managing gp of CHD Capital Holdings III, Ltd. a Florida Limited Partnership	Date 12/28/11
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).		
By Mail Secretary of State Business Entities, P.O. Box 944225, Sacramento, CA 94244-2250		
Drop-Off Secretary of State 1800 11th St., 3rd Floor, Sacramento, CA 95814		



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
California Secretary of State's office.

DEC 29 2011

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State