

Division of Corporations

Florida Department of State
Division of Corporations
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
BAINBRIDGE HOUSING PARTNERS, L.P., LTD.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$52.50

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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 Bainbridge 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 Bainbridge Housing Partners, L.P.
2. The jurisdiction of the Partnership's formation is California.
3. The date the Partnership was authorized to transact business in Florida is October 21, 1994.
4. The name and business address of the General Partner is:

SAS Bainbridge 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 hereto executed this Amendment this 29th day of December, 2012.

FORMER GENERAL PARTNER:

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

By: CED Capital Holdings VI, Inc., a Florida corporation, its managing general partner

By: Brian Spear
Brian Spear, Vice President

GENERAL PARTNER:

SAS BAINBRIDGE 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
Jay P. Brock, Executive Vice President

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TALLAHASSEE, FLORIDA

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**AMENDMENT TO CERTIFICATE OF AUTHORITY FOR
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SAS Bainbridge 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 28th day of December, 2012.

FORMER GENERAL PARTNER:

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

By: CED Capital Holdings VI, Inc., a Florida corporation, its managing general partner

By: _____
Brian Spear, Vice President

GENERAL PARTNER:

SAS BAINBRIDGE 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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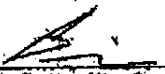
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TALLAHASSEE, FLORIDA

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 28 2012																				
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.																						
For questions about this form, go to www.sos.ca.gov/business/filing-lps.htm																						
①	LP's File No. (issued by CA Secretary of State): 199332800006	②																				
LP's Exact Name (on file with CA Secretary of State): BAINBRIDGE HOUSING PARTNERS, L.P.																						
③ New LP Name: <div style="text-align: right; font-size: small;">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."</div>																						
④ New LP Office Address in California: <table style="width: 100%; border: none;"> <tr> <td style="border: none;">street address</td> <td style="border: none; text-align: center;">city (no abbreviations)</td> <td style="border: none; text-align: center;">state</td> <td style="border: none; text-align: center;">zip</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none; text-align: center;">CA</td> <td style="border: none;"></td> <td style="border: none;"></td> </tr> </table>			street address	city (no abbreviations)	state	zip		CA														
street address	city (no abbreviations)	state	zip																			
	CA																					
⑤ New Agent/Address for Service of Process: (The agent must be a CA resident or qualified 1506 corporation in CA.) a. Agent's name: _____ b. Agent's address: _____ <table style="width: 100%; border: none;"> <tr> <td style="border: none;">street address (if agent is not a corporation)</td> <td style="border: none; text-align: center;">city (no abbreviations)</td> <td style="border: none; text-align: center;">state</td> <td style="border: none; text-align: center;">zip</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none; text-align: center;">CA</td> <td style="border: none;"></td> <td style="border: none;"></td> </tr> </table>			street address (if agent is not a corporation)	city (no abbreviations)	state	zip		CA														
street address (if agent is not a corporation)	city (no abbreviations)	state	zip																			
	CA																					
⑥ General Partner Changes: SAS Bainbridge Club Managers, L.L.C., a Florida limited liability company 700 West Morris Blvd., Suite 101, Winter Park, FL 32789 a. New general partner: _____ <table style="width: 100%; border: none;"> <tr> <td style="border: none;">name</td> <td style="border: none; text-align: center;">address</td> <td style="border: none; text-align: center;">city (no abbreviations)</td> <td style="border: none; text-align: center;">state</td> <td style="border: none; text-align: center;">zip</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> </tr> </table> b. Address change: _____ <table style="width: 100%; border: none;"> <tr> <td style="border: none;">name</td> <td style="border: none; text-align: center;">new address</td> <td style="border: none; text-align: center;">city (no abbreviations)</td> <td style="border: none; text-align: center;">state</td> <td style="border: none; text-align: center;">zip</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> </tr> </table> c. Name change: Old name: <u>N/A</u> New name: _____ d. Name of dissolved general partner: <u>CKD CAPITAL HOLDINGS VI, LTD., a Florida limited partnership</u>			name	address	city (no abbreviations)	state	zip						name	new address	city (no abbreviations)	state	zip					
name	address	city (no abbreviations)	state	zip																		
name	new address	city (no abbreviations)	state	zip																		
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/filing-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: <table style="width: 100%; border: none;"> <tr> <td style="border: none;">name</td> <td style="border: none; text-align: center;">address</td> <td style="border: none; text-align: center;">city (no abbreviations)</td> <td style="border: none; text-align: center;">state</td> <td style="border: none; text-align: center;">zip</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> </tr> </table>			name	address	city (no abbreviations)	state	zip															
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 6b if that person has not filed a Certificate of Dissolution (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/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 signing this form is my act.																						
Sign here _____ Sign here _____		SBB ATTACHED SIGNATURE PAGE Print your name here _____ Date <u>12/27/2012</u> Date _____																				
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):																						
<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; text-align: center;"> By Mail Secretary of State Business Entities, P.O. Box 944225, Sacramento, CA 94244-2250 </td> <td style="width: 33%; text-align: center;"> Drop-Off Secretary of State 1500 11th St., 3rd Floor, Sacramento, CA 95814 </td> </tr> </table>			By Mail Secretary of State Business Entities, P.O. Box 944225, Sacramento, CA 94244-2250	Drop-Off Secretary of State 1500 11th St., 3rd Floor, Sacramento, CA 95814																		
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Signature Page for Line #8

By: 
Jay P. Brock, Executive Vice President of
Southern Affordable Services, Inc., a Florida not-for-profit corporation, sole member of,
SAS Bainbridge Club Managers, L.L.C., a Florida limited liability company, now General
Partner

Date: 12/27/2012

By: 
Brian Spear, Vice President of
CED Construction, Inc., a Florida corporation, General Partner of
CED Capital Holdings VI, Ltd., a Florida limited partnership, dissociated General Partner

Date: 12/27/2012

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



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 28 2012

Date:

Debra Bowen
DEBRA BOWEN, Secretary of State