

B9400000426

Division of Corporations

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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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TALLAHASSEE, FLORIDA

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B. BOSTICK

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EXAMINER

**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"), submit 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., Ltd.
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:

CED Capital Holdings VI, Ltd., a Florida limited partnership
700 West Morse Blvd., Suite 220
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 3rd day of March, 2014.

FORMER GENERAL PARTNER:

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

By: Southern Affordable Services, Inc., a Florida not-
for-profit corporation, its sole member

By: J P Brock
Jay P. Brock, Executive Vice President

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

**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., Ltd.
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:

CED Capital Holdings VI, Ltd., a Florida limited partnership
700 West Morse Blvd., Suite 220
Winter Park, Florida 32789

A9400007674

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 3rd day of March, 2014.

FORMER GENERAL PARTNER:

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

By: Southern Affordable Services, Inc., a Florida not-
for-profit corporation, its sole member

By: _____
Jay P. Brock, Executive Vice President

GENERAL PARTNER:


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

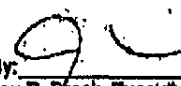
By: CED Capital Holdings VI, Inc., a Florida
corporation, its managing general partner

By: Brian Spear
Brian Spear, Vice President

LP-2	Amendment to Certificate of Limited Partnership (LP)	
<p>To change information of record for your LP, fill out this form, and submit for filing along with:</p> <ul style="list-style-type: none"> - A \$80 filing fee. - A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form. <p>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.</p> <p style="text-align: center;">For questions about this form, go to www.sos.ca.gov/business/doing-business.htm</p>		<p>FILED ^{4/2/14}</p> <p>Secretary of State State of California</p> <p>MAR 07 2014</p>
<p>① LP's File No. (Issued by CA Secretary of State)</p> <p style="text-align: center; border: 1px solid black; padding: 5px;">199332800006</p>		<p>② LP's Exact Name (on file with CA Secretary of State)</p> <p style="text-align: center; border: 1px solid black; padding: 5px;">BAINBRIDGE HOUSING PARTNERS, L.P.</p>
<p>New LP Name</p> <p>③ <u>Proposed New LP Name</u> _____ The new LP name must end with "Limited Partnership," "LP," or "L.P." and may not contain "bank," "insurance," "trust," "credit," "incorporated," "co.," "corporation," or "corp."</p>		
<p>New LP Addresses</p> <p>④ a. <u>Street Address of Designated Office in CA</u> _____ City (no abbreviations) _____ State _____ Zip _____</p> <p>b. <u>Mailing Address of LP, if different from 4a</u> _____ City (no abbreviations) _____ State _____ Zip _____</p>		
<p>New Agent/Address for Service of Process (The agent must be a CA resident or qualified LLC corporation in CA.)</p> <p>⑤ a. <u>Agent's Name</u> _____</p> <p>b. <u>Agent's Street Address (Agent is not a corporation)</u> _____ City (no abbreviations) _____ State _____ Zip _____</p>		
<p>General Partner Changes <u>CEO Capital Holdings VI, Ltd., a Florida limited partnership</u> <u>700 West Morse Blvd., Suite 220, Winter Park, FL 32789</u></p> <p>⑥ a. <u>New general partner:</u> _____ Name _____ Address _____ City (no abbreviations) _____ State _____ Zip _____</p> <p>b. <u>Address change:</u> _____ Name _____ New Address _____ City (no abbreviations) _____ State _____ Zip _____</p> <p>c. <u>Name change:</u> Old name: _____ New name: _____</p> <p>d. <u>Name of dissolved general partner:</u> <u>SAB Bainbridge Club Managers, L.L.C., a Florida limited liability company</u></p>		
<p>Dissolved LP (Either check box a or check box b and complete the information. Note: To liquidate the LP, also file a Certificate of Dissolution (Form LP-417), available at www.sos.ca.gov/business/california.htm.)</p> <p>⑦ a. <input type="checkbox"/> The LP is dissolved and wrapping up its affairs.</p> <p>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 _____</p>		
<p>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-417). 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/doing-business.htm for more information. If you need more space, attach extra pages that are 11" x 17" and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this amendment. Signing this document affirms under penalty of perjury that the stated facts are true.</p>		
<p>Sign here _____</p> <p>Sign here _____</p>		<p>SEE ATTACHED SIGNATURE PAGE</p> <p>Print your name here _____ Date _____</p> <p>Print your name here _____ Date _____</p>
<p>Make check/money order payable to: Secretary of State</p> <p>Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$6 certification fee.</p>		<p>By Mail Secretary of State Business Entities, P.O. Box 944225 Sacramento, CA 95834-4225</p> <p>Drop-Off Secretary of State 1800 10th Street, 3rd Floor Sacramento, CA 95811</p>

Signature Page for Line #8

By:  Date: March 8, 2014
Brian Spear, Vice President of
CED Construction, Inc., a Florida corporation, General Partner of
CED Capital Holdings VI, Ltd., a Florida limited partnership, new General
Partner

By:  Dated March 8, 2014
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,
dissociated General Partner

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