

B941000000493

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000304584 3)))



H110003045843AEC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

URGENT
THIRD
ATTEMPT

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

Email Address: _____

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
WOODBERRY WOODS PARTNERS, L.P., LTD.

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

RECEIVED

12 JAN -3 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

please
use
original
filing
date of
12/29

refaxed 12/30
refaxed 1/3/12 (@ 11:20am)

Electronic Filing Menu

Corporate Filing Menu

Help

Broad and Cassel

1/3/2012 1:17

PAGE 12/21

RightFax

850-617-8381

1/3/2012 8:38:21 AM PAGE

1/001 Fax Server



January 3, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

WOODBERRY WOODS PARTNERS, L.P., LTD.

P.O. BOX 941688

MAITLAND, FL 32794-1688

SUBJECT: WOODBERRY WOODS PARTNERS, L.P., LTD.

REF: B94000000493

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis

Regulatory Specialist II

Registration/Qualification Section

FAX Aud. #: H11000304584

Letter Number: 112A00000006

P.O. BOX 6327 - Tallahassee, Florida 32314

FILED

2011 DEC 29 AM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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 Woodberry Woods 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 Woodberry Woods 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 December 9, 1994.
4. The name and business address of the General Partner is:

SAS Woodberry Woods 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
Brian Spear, Vice President

GENERAL PARTNER:

SAS WOODBERRY WOODS 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

FILED

2011 DEC 29 AM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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 Woodberry Woods 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 Woodberry Woods 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 December 9, 1994.
4. The name and business address of the General Partner is:

SAS Woodberry Woods Managers, L.L.C., a Florida limited liability company
700 West Morse Blvd., Suite 101
Winter Park, Florida 32789

L11000/42051

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 WOODBERRY WOODS MANAGERS, L.L.C., a Florida limited liability company

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

By: JL
Jay P. Brock, Executive Vice President

LP-2	Amendment to Certificate of Limited Partnership (LP)	<p style="text-align: center;">ENDORSED - FILED In the office of the Secretary of State of the State of California</p> <p style="text-align: center; font-size: 1.2em;">DEC 8 3 2011</p> <p style="text-align: center; font-size: 0.8em;">This Space For Office Use Only</p> <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 \$30 filing fee, - A separate, non-refundable \$18 service fee, 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; font-size: 0.8em;">For questions about this form, go to www.sos.ca.gov/business/doing-lp.htm</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <p>① LP's File No. (issued by CA Secretary of State):</p> <p style="text-align: center; border: 1px solid black; padding: 2px;">199401600006</p> </div> <div style="width: 48%;"> <p>② LP's Exact Name (on file with CA Secretary of State):</p> <p style="text-align: center; border: 1px solid black; padding: 2px;">WOODBERRY WOODS PARTNERS, L.P.</p> </div> </div> <p>③ New LP Name:</p> <p style="font-size: 0.8em;">The new LP name must end with "Limited Partnership," "L.P.," or "LP," and may not contain "bank," "insurance," "trust," "union," "incorporated," "inc.," "corporation," or "corp."</p> <p>④ New LP Office Address in California:</p> <p style="font-size: 0.8em;">street address city (no abbreviations) state zip</p> <p>⑤ New Agent/Address for Service of Process: (The agent must be a CA resident or qualified 1505 corporation in CA.)</p> <p>a. Agent's name:</p> <p>b. Agent's address:</p> <p style="font-size: 0.8em;">street address (if agent is not a corporation) city (no abbreviations) state zip</p> <p>⑥ General Partner Changes:</p> <p>a. New general partner: SAS WOODBERRY WOODS MANAGERS, LLC Winter Park, FL 32789</p> <p style="font-size: 0.8em;">name address city (no abbreviations) state zip</p> <p>b. Address change:</p> <p style="font-size: 0.8em;">name new address city (no abbreviations) state zip</p> <p>c. Name change: Old name: New name:</p> <p>d. Name of dissociated general partner: CEO CAPITAL HOLDINGS III, LTD. a Florida Limited Partnership</p> <p>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/doing-lp.htm.)</p> <p>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:</p> <p style="font-size: 0.8em;">name address city (no abbreviations) state zip</p> <p>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/doing-lp.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.</p> <p>I declare that I am the person who signed this form and that signing this form is my act.</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p>Sign here</p> <p>Sign here</p> </div> <div style="width: 50%;"> <p style="font-size: 0.8em;">Print your name here</p> <p>Julie P. Beach, Esq., V.P. of Southern Affordable Services, Inc., Sole member of SAS Woodberry Woods Managers, LLC</p> <p style="text-align: right;">12/25/11</p> <p style="font-size: 0.8em;">Print your name here</p> <p>Erin Spear, VP of CEO Construction, Inc., managing gp of CEO Capital Holdings III, Ltd., a Florida Limited Partnership</p> <p style="text-align: right;">12/25/11</p> <p style="text-align: right;">Date</p> </div> </div> <div style="display: flex; justify-content: space-between; font-size: 0.8em; margin-top: 10px;"> <div style="width: 33%;"> <p>Make check/money order payable to: Secretary of State</p> <p>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).</p> </div> <div style="width: 33%; text-align: center;"> <p>By Mail</p> <p>Secretary of State Business Entities, P.O. Box 944225, Sacramento, CA 94244-2250</p> </div> <div style="width: 33%; text-align: center;"> <p>Drop-Off</p> <p>Secretary of State 1500 11th St., 3rd Floor, Sacramento, CA 95814</p> </div> </div>
-------------	---	---



I hereby certify that the foregoing
transcript of 1 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 27 2011

Date:

John Bowen

JOHN BOWEN, Secretary of State