

B95000000126

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

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

C. LEWIS
JAN 2 2013
EXAMINER

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12 DEC 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2012 DEC 31 AM 9:13

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DIVISION OF CORPORATION

2012 DEC 31 AM 9:13

**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 Banyan Bay 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 Banyan Bay Partners, L.P. *B9500000126*
2. The jurisdiction of the Partnership's formation is California.
3. The date the Partnership was authorized to transact business in Florida is April 5, 1995.
4. The name and business address of the General Partner is:

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

L12000085926

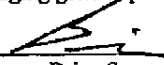
5. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment, duly authenticated by the official having custody of records in the jurisdiction under the law of which the Partnership is organized.

The undersigned has hereunto executed this Amendment this 28th day of December, 2012.

FORMER GENERAL PARTNER:

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

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

By: 
Brian Spear, Vice President

GENERAL PARTNER:

SAS BANYAN BAY 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2012 DEC 31 AM 9:13

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700 West Morse Blvd., Suite 101
Winter Park, Florida 32789

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

By: _____
Brian Spear, Vice President

GENERAL PARTNER:

SAS BANYAN BAY 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

ENDORSED - FILED
In the Office of the Secretary of State
of the State of California

DEC 28 2012

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 \$18 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/businessservices/filing-fpa.htm

① LP's File No. (Issued by CA Secretary of State) 199407600009	② LP's Exact Name (on file with CA Secretary of State) BANYAN BAY PARTNERS, L.P.
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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 100% 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:

name address city (no abbreviations) state zip

b. Address change:

name new address city (no abbreviations) state zip

c. Name change: Old name: N/A New name:

d. Name of dissolved general partner: CRO 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/businessservices/filing-fpa.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 (i) at least one general partner; (ii) by each person listed in Item 6a; and (iii) by each person listed in Item 6b if that person has not filed a Certificate of Dissolution (Form LP-19). 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/businessservices/filing-fpa.htm for more information. If you need more space, attach extra pages that are 11x17 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  SEE ATTACHED SIGNATURE PAGE 12/27/2012

Print your name here Date

Sign here Print your name here 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).

By Mail
Secretary of State
Business Entities, P.O. Box 944225,
Sacramento, CA 95844-2250

Drop-Off
Secretary of State
1600 11th St., 3rd Floor,
Sacramento, CA 95814

Signature Page for Line #8.

By: J.P. Brock Date: 12/27/2012
Jay P. Brock, Executive Vice President of
Southern Affordable Services, Inc., a Florida not-for profit corporation, sole member of
SAS Banyan Bay Managers, L.L.C., a Florida limited liability company, now General
Partner

By: Brian Spear Date: 12/27/2012
Brian Spear, Vice President of
CED Construction, Inc., a Florida corporation, General Partner of
CED Capital Holdings III, Ltd., a Florida limited partnership, dissociated General Partner

199407600009



I hereby certify that the foregoing
transcript of 2 page(s)
is a true and correct copy of the
original report in the custody of the
California Secretary of State's office.

DEC 28 2012

Date:

Debra Bowen

DEBRA BOWEN, Secretary of State