

D00115

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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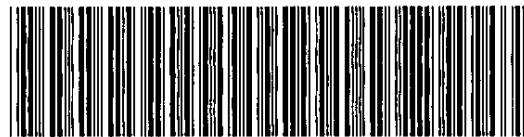
(Business Entity Name)

(Document Number)

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*Name Change
Amend to Dec of Trust*

07/30/09--01001--003 **35.00

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

09 JUL 29 PM 3:15

RECEIVED

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUL 31 PM 1:12

FILED

*AJR
8/3/09*

CT Corp
Chris McNear
Assistant Secretary

August 3, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7620819 SO
Customer Reference 1: 105511-002
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

MRC Mortgage Investment Trust (FL)
New Name: New Name:
Amendment (Change of Name)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNear
CL Operations Specialist
Christina.McNair@wolterskluwer.com

**FIRST AMENDMENT TO THE
MRC MORTGAGE INVESTMENT TRUST
SECOND AMENDED AND RESTATED AGREEMENT
AND DECLARATION OF TRUST**

FILED

2009 JUL 31 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This FIRST AMENDMENT TO THE MRC MORTGAGE INVESTMENT TRUST SECOND AMENDED AND RESTATED AGREEMENT AND DECLARATION OF TRUST ("First Amendment") is made JULY 31 2009, by and among Robert J. Banks and Ray F. Mathis (the "Trustees").

WITNESSETH:

WHEREAS, the MRC MORTGAGE INVESTMENT TRUST, formerly known as the MMA Affordable Housing Group Trust and the Midland Affordable Housing Group Trust (the "Group Trust"), was created pursuant to that certain Agreement and Declaration of Trust dated January 1, 1992, and thereafter amended by the First Amendment to Confidential Private Placement Memorandum and Amended and Restated Agreement and Declaration of Trust dated as of January 1, 1994, the Second Amendment to the Midland Affordable Housing Group Trust Confidential Private Placement Memorandum dated as of December 1, 1995, the Third Amendment to the Midland Affordable Housing Group Trust Confidential Private Placement Memorandum dated as of October 1, 1997, the Fourth Amendment to the Amended and Restated Agreement and Declaration of Trust dated as of September 11, 2000, the Fifth Amendment to the Midland Affordable Housing Group Trust Confidential Private Placement Memorandum and Amended and Restated Agreement and Declaration of Trust dated as of November 6, 2003, and the Second Amended and Restated Agreement and Declaration of Trust dated November 8, 2006 (collectively, the "Declaration of Trust"); and

WHEREAS, the Group Trust is intended to meet the requirements of Rev. Rul. 81-100, 1981-1 C.B. 326 and Section 402(a)(24) of the Internal Revenue Code of 1986, as amended (the "Code"), and is organized to afford its Participating Trusts, which are (i) trusts that individually form a part of an employer's pension or profit sharing plan for employees that are exempt from federal income taxation under Section 501(a) of the Code by reason of qualifying under Section 401(a) of the Code, (ii) governmental plans as defined in Section 414(d) of the Code whether or not plan assets are held in trust, and/or (iii) governmental units as described in Section 818(a)(6)(B) of the Code, the opportunity to pool a portion of their assets for investment, primarily for the origination and acquisition of mortgage loan investments, in accordance with the terms and conditions of this Agreement; and

WHEREAS, all capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Declaration of Trust; and

WHEREAS, the Trustees and each Participating Trust desire to change the name of the Group Trust to "SAS Mortgage Trust."

NOW, THEREFORE, in consideration of the promises and the mutual covenants herein contained, each Trustee and each Participating Trust agree to amend the Second Amended and Restated Agreement and Declaration of Trust as set forth below.

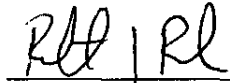
1. Article II is replaced with the following:

"ARTICLE II

NAME

The Group Trust shall be designated as SAS MORTGAGE TRUST. The Group Trust is organized under the laws of the State of Florida and the principal business office of the Group Trust shall be located at 455 North Indian Rocks Road, Suite B, Belleair Bluffs, FL 33770."

IN WITNESS WHEREOF, each of the undersigned has executed the foregoing First Amendment effective as of the date first written above.



ROBERT J. BANKS, Trustee



RAY F. MATHIS, Trustee