

# F08000004566

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To:

Division of Corporations  
Fax Number : (850) 617-6380  
**AMY J. PATTERSON**

From:

Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 540-2699

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

Email Address:

amy.patterson@cnl.com

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CNL INCOME OKEMO MOUNTAIN TRS CORP.

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CNL INCOME OKEMO MOUNTAIN TRS CORP.", CHANGING ITS NAME FROM "CNL INCOME OKEMO MOUNTAIN TRS CORP." TO "CLP OKEMO MOUNTAIN TRS CORP.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2012, AT 11:45 O'CLOCK A.M.

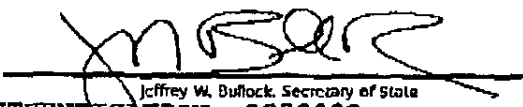
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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9339002

DATE: 02-02-12

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:47 AM 02/01/2012  
FILED 11:45 AM 02/01/2012  
SRV 120109860 - 4611978 FILE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
CNL INCOME OKEMO MOUNTAIN TRS CORP.**

1. The name of the corporation is CNL INCOME OKEMO MOUNTAIN TRS CORP. (the "Corporation").

2. Article FIRST of the Certificate of Incorporation of the Corporation, filed on 10/15/2008, in the Office of the Secretary of State of the State of Delaware, shall be amended as follows:

"**FIRST:** The name of the corporation is CLP Okemo Mountain TRS Corp. (the "Corporation")."

IN WITNESS WHEREOF, the undersigned Assistant Secretary of the Corporation has executed this Certificate of Amendment to Certificate of Incorporation this 31<sup>st</sup> day of January, 2012.

By: /S/ AMY J. PATTERSON  
Name: Amy J. Patterson  
Title: Assistant Secretary

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