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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FL Beneva Place, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ryan A. Featherstone, Esq.

Name of Person

Dunlap & Moran, P.A.

Firm/Company

22 S. Links Ave., Suite 300

Address

Sarasota, FL 34236

City/State and Zip Code

rfeatherstone@dunlapmoran.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ryan Featherstone

Name of Person

at (941)

366-0115

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

FL Beneva Place, LLC

(Name of the Limited Liability Company as it now appears on our records.)

(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 04/27/2011 and assigned Florida document number L11000049600.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

_____, Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager

MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	Fred Cochran	1343 MAIN STREET SUITE 700 Sarasota, FL 34236	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR	Lawrence J. Fox	1343 MAIN STREET SUITE 700 Sarasota, FL 34236	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR	FL Beneva Place Class A ^{uc}	1343 MAIN STREET SUITE 700 Sarasota, FL 34236	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

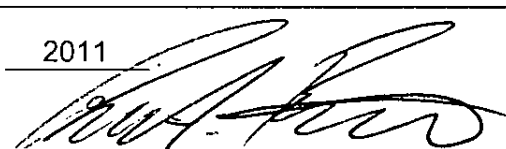
D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Please see the attached exhibit, the contents of which shall replace, in its entirety,

Article II of the Articles of Organization of the above-referenced entity, filed on

4/27/11.

Dated June 13, 2011


Signature of a member or authorized representative of a member

Ryan A. Featherstone, Esq.

Typed or printed name of signee

EXHIBIT "A"

ARTICLE II

PURPOSES AND POWERS

(a) The limited liability company hereby represents, warrants and covenants, as of the date hereof and until such time as that certain loan in the principal amount of up to **ELEVEN MILLION ONE HUNDRED THOUSAND AND NO/100 DOLLARS (\$11,100,000.00)** made by CIBX COMMERCIAL MORTGAGE, LLC to the limited liability company is paid in full, that without, in each case, the prior written consent of CIBX COMMERCIAL MORTGAGE, LLC (which may be withheld or conditioned by CIBX COMMERCIAL MORTGAGE, LLC in its sole and absolute discretion for any reason or for no reason):

(i) The sole purpose of the limited liability company has been, is and will be, to acquire, own, hold, maintain, and operate the real estate project known as Beneva Place Apartments located in Sarasota County, Florida (the "Property"), together with such other activities as may be necessary or advisable in connection with the ownership and operation of the Property. The limited liability company has not engaged, and does not and shall not engage, in any business, and it has and shall have no purpose, unrelated to the Property. The limited liability company has not owned, does not own and shall not acquire, any real property or own assets other than those related to the Property and/or otherwise in furtherance of the limited purposes of the limited liability company.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

LAW OFFICES OF
DUNLAP & MORAN, P.A.

Post Office Box 3948, Sarasota, Florida 34230-3948
Telephone 941-366-0115 Facsimile 941-365-4660 www.dunlapmoran.com

June 13, 2011

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **FL Beneva Place, LLC / Our File No. 12203-1**

Dear Sir or Madame:

Enclosed herewith are Articles of Amendment to the Articles of Organization for the above-referenced Company, for immediate filing.

If you have any questions or require any additional information, please advise. Thank you for your prompt attention to this matter.

Thank you very much.

Very truly yours,

DUNLAP & MORAN, P.A.



Ryan A. Featherstone, Esq.

RAF/12203-1/Letter to State (Amendment)
Enclosure