

MU0000 000123

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

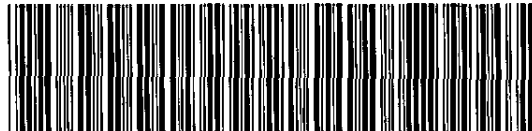
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05 DEC -7 PM 12:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M 00000000123

Clifford W. Mayhall

Requester's Name

Post Office Box 1877

Address

Tallahassee, FL 32302 850.425.1647

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. University Towers Apartments, LLC - M99000000862

(Corporation Name)

(Document #)

2. Camaron at Woodcrest Apartments, LLC - M00000000123

(Corporation Name)

(Document #)

3. Benchmark West, LLC - M01000002528

(Corporation Name)

(Document #)

4. The Tallahassee Plaza, LLC - M98000001441

(Corporation Name)

(Document #)

☒ Walk in

☐ Pick up time

☐ Certified Copy

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☐ Will wait

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☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☒ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

FILED
05 DEC 26 PM 12:26
STATE
TALLAHASSEE, FLORIDA

FILED
05 DEC - 7 PM 12:27
STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

FILED
05 DEC -7 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

1. The name of the limited liability company as it appears on the records of the Florida Department of State is Camaron at Woodcrest Apartments, L.L.C. (the "Company").
2. The jurisdiction of the Company is Michigan.
3. The date the Company was authorized to do business in Florida is January 18, 2000.

SECTION II

4. The amendment changes the duration of the Company. The new period of duration is as follows:

The Company shall exist from the date of filing of the Articles with the Michigan Department of Labor & Economic Growth until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Section 450.4801 of the Michigan Limited Liability Company Act, unless continued by the remaining members pursuant to the Company's Operating Agreement.

5. The amendment changes the address of the principal office of the Company. The new address is 30600 Telegraph Road, Bingham Farms, Michigan 48025.

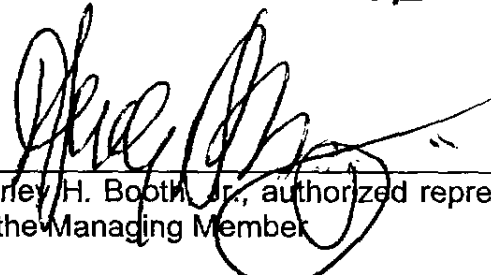
6. The amendment changes the managing member of the Company and the address of the managing member. The new managing member and its address are:

H. Booth Family Limited Partnership, a limited partnership
1208 Hays Street
Tallahassee, Florida 32301

7. The application changes the Florida registered agent and registered office. The new registered agent is John C. Lovett. The address of the registered office is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

8. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendments, duly authenticated by the official having custody of record in the jurisdiction under the law of which this entity is organized.

The undersigned executed this Application this 7th day of December, 2005.


Hurley H. Booth, Jr., authorized representative
of the Managing Member

CERTIFICATE OF DESIGNATION

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping the office open.


John C. Lovett

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF ORGANIZATION

for

CAMARON AT WOODCREST APARTMENTS, L.L.C.

ID NUMBER: B61104

received by facsimile transmission on November 29, 2005 is hereby endorsed

Filed on November 30, 2005 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of November, 2005.

, Director

Bureau of Commercial Services

**RESTATED
ARTICLES OF ORGANIZATION
OF
CAMARON AT WOODCREST APARTMENTS, L.L.C.**

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Restated Articles:

1. The name of the limited liability company is Camaron at Woodcrest Apartments, L.L.C.
2. The identification number assigned by the Bureau is B61104.
3. The limited liability company has always been named Camaron At Woodcrest Apartments, L.L.C.
4. The date of filing of the original Articles of Organization was January 13, 2000.

The following Restated Articles of Organization supersede the Articles of Organization, as amended, and shall be the Articles of Organization for the limited liability company:

Article 1 - Name

The name of this limited liability company is CAMARON AT WOODCREST APARTMENTS, L.L.C. ("Company").

Article 2 - Purpose

The sole purpose of the Company is to acquire, own, hold, maintain, and operate Camaron at Woodcrest, located at 275 John Knox Road, Tallahassee, Leon County, Florida (the "Property"), together with such other activities as may be necessary or advisable in connection with the ownership of the Property. The Company shall not engage in any business, and it shall have no purpose, unrelated to the Property 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 Company.

Article 3 - Duration

The Company shall exist from the date of filing of the Articles with the Department of Labor & Economic Growth until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Section 450.4801 of the Michigan Limited

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Liability Company Act, unless continued by the remaining members pursuant to the Company's Operating Agreement.

Article 4 - Mailing Address and Street Address

The Company's address is 30600 Telegraph Road, Bingham Farms, MI 48025.

Article 5 - Registered Agent and Office

The name of the registered agent of the Company is The Corporation Company. The street address of the initial registered agent of the company is 30600 Telegraph Road, Bingham Farms, MI 48025.

Article 6 - Additional Members

Additional members to the company may be admitted, but only pursuant to the Company's Operating Agreement.

Article 7 - Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Operating Agreement.

Article 8 - Management of the Company

The management of the Company is reserved to the members. The following will be the managing member:

H. Booth Family Limited Partnership
1208 Hays Street
Tallahassee, FL 32301

Article 9 - Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 10 - Date of Existence of the Company

The existence of the Company commenced on the date of filing the Articles of Organization with the Michigan Department of Labor & Economic Growth.

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FAXCOM

26-Nov-2005 02:08pm From-Akerman Senterfitt

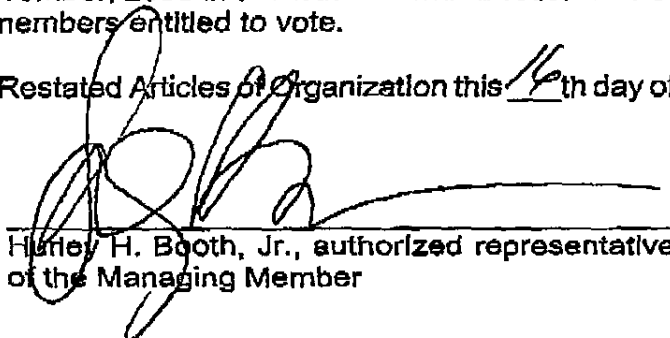
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These Restated Articles of Organization amend the Articles of Organization and were approved on the 16 day of November, 2005 in accordance with Section 604 of the Act by unanimous vote of all of the members entitled to vote.

The undersigned executed these Restated Articles of Organization this 16th day of November, 2005.



Harley H. Booth, Jr., authorized representative
of the Managing Member

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