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Division of Corporations

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Florida Department of State
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H120001035253ABCT

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

AMY J. PATTERSON

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

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Email Address:

amy.patterson@cnl.com

T. CLINE

APR 23 2012

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
CNL INCOME GW SANDUSKY GP, LLC

EXAMINER

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$25.00

Please coordinate filing with fax audit # H12000103532

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

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SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: CNL Income GW Sandusky GP, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 10/19/2005

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 2/1/2012

5. New name of the limited liability company: CLP GW Sandusky GP, LLC

(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopted for the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C.," or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Amy J. Patterson, Authorized Representative

Typed or printed name of signer

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

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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 GW SANDUSKY GP, LLC", CHANGING ITS NAME FROM "CNL INCOME GW SANDUSKY GP, LLC" TO "CLP GW SANDUSKY GP, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2012, AT 10:01 O'CLOCK A.M.

4042566 8100

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9338139

DATE: 02-02-12

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State of Delaware
Secretary of State
Division of Corporations
Delivered 10:01 AM 02/01/2012
FILED 10:01 AM 02/01/2012
SRV 120108815 - 4042566 FILE

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF FORMATION

OF

CNL INCOME GW SANDUSKY GP, LLC

FIRST. The name of the limited liability company is CNL INCOME GW SANDUSKY GP, LLC (the "Company").

SECOND. Article 1 of the Certificate of Formation of the Company, filed on 10/7/2005 in the Office of the Secretary of State of the State of Delaware, shall be amended as follows:

The name of the Company shall be CLP GW Sandusky GP, LLC.

IN WITNESS WHEREOF, the undersigned Authorized Person of the Company has executed this Certificate of Amendment to Certificate of Formation this 31st day of January, 2012.

By: /S/ AMY J. PATTERSON

Name: Amy J. Patterson

Title: Authorized Person

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