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2008 SEP 22 P 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Priority Residential GP, LLC  
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Burchfield  
(Name of Person)

Priority Residential GP, LLC  
(Firm/Company)

1111 N Post Oak Road  
(Address)

Houston, TX 77055  
(City/State and Zip Code)

For further information concerning this matter, please call:

John Burchfield at ( 713 ) 963-0500  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

**Enclosed is a check for the following amount:**

- ☒ \$25 Filing Fee      ☐ \$30 Filing Fee & Certificate of Status      ☐ \$55 Filing Fee & Certified Copy      ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**FILED**  
2008 SEP 22 P 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**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: Priority Residential GP LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: February 13, 2006

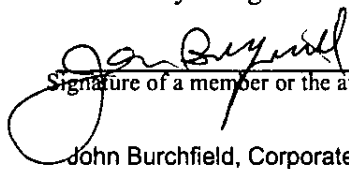
**SECTION II (4-7 complete only the applicable changes)**

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? \_\_\_\_\_
5. New name of the limited liability company: Classic Neighborhood Partners,  
(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 adopting 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:  
n/a
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
n/a
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: n/a

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  
John Burchfield, Corporate Secretary and General Counsel  
\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$25.00**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:30 AM 08/18/2008  
FILED 11:30 AM 08/18/2008  
SRV 080879936 - 4043692 FILE

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF FORMATION OF  
PRIORITY RESIDENTIAL GP LLC**

This Certificate of Amendment to Certificate of Formation of Priority Residential GP LLC (the "Company") is being executed and filed by the undersigned sole member of the Company pursuant to Sections 18-201 and 18-202 of the Delaware Limited Liability Company Act. The undersigned sole member hereby certifies that the Certificate of Formation shall be amended as follows:

1. The name of the Company as set forth in the Company's Certificate of Formation is Priority Residential GP LLC.
2. The Certificate of Formation of the Company is hereby amended to read as follows:

"Article One

The name of the Company is Classic Neighborhood Partners, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation this 14<sup>th</sup> day of August, 2008.

DM WEEKLEY, INC.

By: \_\_\_\_\_

David M. Weekley, Chairman