

02/08/2008 16:15 FAX

Division of Corporations

1707000004636

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : LINDA A. SCARCELLI
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

CNL SELECT PARTNERS I, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

J. BRYAN

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EXAMINER

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Florida Dept of State

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2-8-08

Re-submitting (5
pages)

Thank you

February 8, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CNL FINANCIAL GROUP, INC.
ATTN: LINDA A. SCARCELLI

SUBJECT: CNL SELECT PARTNERS I, LLC
REF: M07000004636

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Regulatory Specialist II

FAX Aud. #: H08000033140
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

H080000331403

**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: CNL Select Partners I, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: August 1, 2007

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? February 6, 2008

5. New name of the limited liability company: CNL Multifamily III, 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 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:

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.

Linda A. Scarcelli
Signature of a member or the authorized representative of a member

LINDA A. SCARCELLI
Typed or printed name of signee

Filing Fee: \$25.00

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Delaware

PAGE 1

The First State

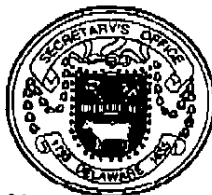
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CNL SELECT PARTNERS I, LLC", CHANGING ITS NAME FROM "CNL SELECT PARTNERS I, LLC" TO "CNL MULTIFAMILY III, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF FEBRUARY, A.D. 2008, AT 11:11 O'CLOCK A.M.

FILED
SECRETARY OF STATE
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You may verify this certificate online
at corp.delaware.gov/authvar.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6363657

DATE: 02-06-08

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State of Delaware
Secretary of State
Division of Corporations
Delivered 11:29 AM 02/06/2008
FILED 11:11 AM 02/06/2008
SRV 080124073 - 4357646 FILE

**CERTIFICATE OF SECOND AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
CNL SELECT PARTNERS I, LLC**

This Certificate of Second Amendment to Certificate of Formation and Certificate of Amendment was duly executed and is being filed in accordance with Section 18-202 of the Delaware Limited Liability Company Act.

1. The name of the limited liability company is CNL Select Partners I, LLC.
2. The Certificate of Formation of the limited liability company, filed on May 23, 2007, and the Certificate of Amendment, filed on December 3, 2007, in the Office of the Secretary of State of the State of Delaware, are hereby further amended as follows:

FIRST: The name of the limited liability company shall be CNL Multifamily III, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Second Amendment of CNL Select Partners I, LLC this 5th day of February, 2008.

CNL MULTIFAMILY III MEMBER, LLC
a Florida limited liability company, its managing member

By: 
Name: LINDA A. SCARCELLO
Title: Secretary

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