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To:

Division of Corporations

Fax Number

· (850)617-6380

: C T CORPORATION SYSTEM Account Name

Account Number : FCA000000023

Phone

: (850)222-1092

Fax Number

: (850)878-5926

REGISTERED AGENT CHANGE

SCI GATEWAY AT CLUB FUND 5, LLC

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CT CORPORATION SYSTM

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provision liability company submit agent, or both, in the State	ns of sections 608.4 is the following state te of Florida.	116 or 608.50 ment in order	8, Florida Statute to change its regi	s, the undersigned list stered office or regis	mited tered
1. The name of the limit	ed liability company	is: SCI Gatewa	y At Club Fund 5, I LC	<u> </u>	,
2. The mailing address o	f the limited liability	company is:			
11620 WILSHIRE BLVD 10th	FLOOR LOS ANGELI	ES, CA 90025			
08/02/07			M07000004662		
3. Date of filing/registrat	ion in Florida		4. Document rur	nber	
5. The name of the register Florida Department of		gistered office	address as shown	on the records of the	
	CORPORATION SERV		Y		
	1201 HAYS STREET	Name	1		DIVIG
		Address	· · · · · · · · · · · · · · · · · · ·	07	<u>- 8</u>
TALLAHASSEE FL 32301-2525		DEC DEC	- 53 53		
	Cir	y, State and Z	ip	_	- C.
6. The name and address of the new registered agent and/or office:		9	717		
C T Corporation System		torte que			
Name 1200 South Pine Island Road		ö			
	Florida street addre			သ္ဌ	11. [2] [4]
	. In the public would	roa (r. 16., groze			14
•	Plantation	FL	33324		
·	City,	, State and Zip	'		
If the limited liability conconfirmed that after the cland the business office of liability company, it is her of the members of the lin or the operating agreement (Signature of a member or authority)	hange or changes are the registered agent reby confirmed that to nited liability compan at of the limited liabil	made, the Flowill be identified the change(s) by or as otherwity company.	rida street address al. Or, in the case was/were authorize	of the registered offic of a Florida limited d by an affirmative vo	ote
Curolina Botero (Printed or typed name of signee)					
I hereby accept the appoint comply with the provision and I am familiar with an Chapter 608, F.S. Or, if the address, I hereby confirm CT Corp. (Signature of Registers Agent)	intment as registered s of all statutes related accept the obligation his document is being that the limited liable paration System	agent and ag ive to the prop ons of my posi if filed to mere lity company t	ree to gct in this ca er and complete pe tion as registered a sly reflect a change has been notified in	racity. I further agre formance of my duti gent as provided for t in the registered offic writing of this chang	e to es, in ie e.
Divisio	n of Corporations, I FILM	P.O. Box 632 NG FEE: \$25	•	32314	
INHS18 (8/05)					
L015 - 09/09/2003 C 1 Syptum Online					

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Anne S. Brooks, the Vice President of SCI Real Estate investments, LLC ("the Company"), a limited liability company organized under the laws of Virginia, and representative of the Company's affiliated entities shown on the 1st appended hereto as Exhibit A (the "Affiliated Entitles") does hereby appoint Carolina Botero and Erin McBrearty as attorney-in-fact for the Company and the Affiliated Entities for the limited purposes authorized herein.

The Company, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Company's registered agent and registered office, or the agent and office of similar import, in any state to C T Corporation System (or affiliated entity).

In the event that any member of the Company hereafter objects to the execution of this Power of Attorney and/or the change of registered agent and registered office of the Company to C T Corporation System, C T Corporation System shall, at its own cost and expense, change the registered agent and registered office of the Company to such agent and office as was designated immediately prior to the date hereof.

IN WITNESS WHEREOF the undersigned has executed this Power of A torney on this 15th day of November 2007,

Anne S. Brooks Vice President

STATE OF California

58:

COUNTY OF Los Angeles

The foregoing instrument was acknowledged before me this 15th day of November, 2007 by Anne S. Brooks, as Vice President on behalf of SCI Real Estate Investments, LLC, a Virginia limited liability company, and such individual is personally known to ma.

My Commission Expires: Dec. 8,2009

Sign Name: Print Name:

Notary Public

Serial No. (none if blank): 1627

[NOTARIAL SEAL]

NICOLE M. CALOURO Commission # 1627962 Notary Public - California Los Angeles County

SCI Gateway At Club Fund 1, LLC SCI Gateway At Club Fund 10, LLC SCI Gateway At Club Fund 11, LLC **SCI Gateway At Club Fund 12, LLC** SCI Gateway At Club Fund 13, LLC SCI Gateway At Club Fund 14, LLC SCI Gateway At Club Fund 15, LLC SCI Gateway At Club Fund 16, LLC SCI Gateway At Club Fund 17, LLC SCI Gateway At Club Fund 18, LLC SCI Gateway At Club Fund 19, LLC SCI Gateway At Club Fund 2, LLC SCI Gateway At Club Fund 20, LLC SCI Gateway At Club Fund 21, LLC SCI Gateway At Club Fund 22, LLC SCI Gateway At Club Fund 23, LLC SCI Gateway At Club Fund 24, LLC SC! Gateway At Club Fund 25, LLC SCI Gateway At Club Fund 26, LLC SCI Gateway At Club Fund 27, LLC SC! Gsteway At Club Fund 28, LLC SCI Gateway At Club Fund 29, LLC SCI Gateway At Club Fund 3, LLC SCI Gateway At Club Fund 30, LLC SCI Gateway At Club Fund 31, LLC SCI Gateway At Club Fund 32, LLC SCI Gateway At Club Fund 4, LLC SCI Gateway At Club Fund 5, LLC SCI Gateway At Club Fund 6, LLC SC! Gateway At Club Fund 7, LLC SCI Gateway At Club Fund 8, LLC

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SCI Gateway At Club Fund 9, LLC SCI Gateway At Club Fund, LLC