

M07000004662

Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : C T CORPORATION SYSTEM
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

REGISTERED AGENT CHANGE

SCI GATEWAY AT CLUB FUND 5, LLC

Certificate of Status	0
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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: SCI Gateway At Club Fund 5, LLC
 2. The mailing address of the limited liability company is : _____
11620 WILSHIRE BLVD 10th FLOOR LOS ANGELES, CA 90025

3. Date of filing/registration in Florida 08/02/07 4. Document number M07000004662

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CORPORATION SERVICE COMPANY
 Name
1201 HAYS STREET
 Address
TALLAHASSEE FL 32301-2525
 City, State and Zip

6. The name and address of the new registered agent and/or office:

CT Corporation System
 Name
1200 South Pine Island Road
 Florida street address (P.O. Box NOT acceptable)
Plantation FL 33324
 City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


 (Signature of a member or authorized representative of a member)

Carolina Botero
 (Printed or typed name of signee)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

By: Carolina Botero
 (Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
 FILING FEE: \$25.00

INH518 (8/05)

FL015 - 09/06/2005 CT System Online

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 DIVISION OF CORPORATIONS
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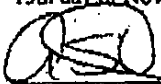
POWER OF ATTORNEY

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 list appended hereto as Exhibit A (the "Affiliated Entities") does hereby appoint Carolina Boter 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 Attorney on this 15th day of November 2007.



Anne S. Brooks
Vice President

STATE OF California)
) SS:
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 me.

Sign Name: Nicole M. Calouro
Print Name: Nicole M. Calouro
Notary Public
Serial No. (none if blank): 1627962

My Commission Expires: Dec. 8, 2009

[NOTARIAL SEAL]

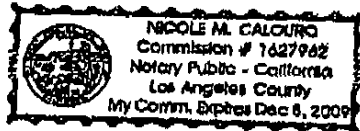


Exhibit A

SCI Gateway At Club Fund 1, LLC	
SCI Gateway At Club Fund 10, LLC	
SCI Gateway At Club Fund 11, LLC	
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SCI Gateway At Club Fund, LLC	