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SECURITY STATE
TALLAHASSEE, FL 32304

C.M.
8/4/14

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Waterfront Co-Investment Fund, LLC
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Registered Agent/Registered Office Change and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dana Bushong
Name of Person

Waterfront Land Fund Management, LLC
Firm/Company

3129 Springbank Lane
Address

Charlotte, NC 28226
City/State and Zip Code

dbushong@wflandfund.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dana Bushong at (704) 295-4626
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

☐ \$55 Filing Fee & Certified Copy

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STATE OF FLORIDA
TALLAHASSEE

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

Pursuant to the provisions of sections 605.0114 or 605.0116, 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. Name of the limited liability company: Waterfront Co-Investment Fund, LLC

2. (a) 3129 Springbank Lane
Principal office address of limited liability company:
(Note: **MUST BE STREET ADDRESS**)

Charlotte, NC 28226

(b) 3129 Springbank Lane
Mailing address of limited liability company:
(Note: **MAY BE POST OFFICE BOX**)

Charlotte, NC 28226

3. April 9, 2008
Date of filing/registration in Florida

4. M08000001100
Document number

5. (a) Waterfront Land Fund Advisors, LLC
Registered Agent and Registered Office shown on the records of the Florida Dept. of State:

Registered Office Address (MUST BE FLORIDA STREET ADDRESS)

130 East Central Ave
Lake Wales, FL 33859

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

William G. Allen

NEW Registered Office Address:

5150 Tamiami Trail North Suite 403
Naples, FL 34103

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Will Allen
Signature of a member or authorized representative of a member

William G. Allen
Printed or typed name of signer

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 605, 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.

Will Allen
Signature of Registered Agent