

Division of Corporations

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MO900000182

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

AMY J. PATTERSON

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407)650-1000
Fax Number : (407)540-2699

****Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.**

Email Address

amy.patterson@cnl.com

FILED
12 MAY -1 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
CNL INCOME SKI VII, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$25.00

D. BRUCE
MAY 02 2012
EXAMINER

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H120001210223

**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 Income Ski VII, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 1/14/2009

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? 2/1/2012
5. New name of the limited liability company: CLP Ski VII, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

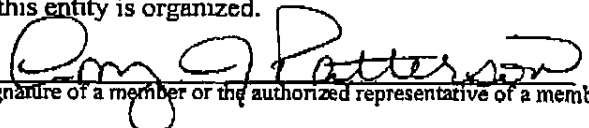
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

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.


Signature of a member or the authorized representative of a member

Amy J. Patterson, Authorized Representative
Typed or printed name of signee

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 INCOME SKI VII, LLC", CHANGING ITS NAME FROM "CNL INCOME SKI VII, LLC" TO "CLP SKI VII, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2012, AT 10:45 O'CLOCK A.M.

4632000 8100

120109265

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9338487

DATE: 02-02-12

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State of Delaware
Secretary of State
Division of Corporations
Delivered 10:47 AM 02/01/2012
FILED 10:45 AM 02/01/2012
SRV 120109265 - 4632000 FILE

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF FORMATION

OF

CNL INCOME SKI VII, LLC

FIRST. The name of the limited liability company is CNL INCOME SKI VII, LLC (the "Company").

SECOND. Article I of the Certificate of Formation of the Company, filed on 12/10/2008 in the Office of the Secretary of State of the State of Delaware, shall be amended as follows:

The name of the Company shall be CLP Ski VII, LLC.

IN WITNESS WHEREOF, the undersigned Authorized Person of the Company has executed this Certificate of Amendment to Certificate of Formation this 31st day of January, 2012.

By: /S/ AMY J. PATTERSON

Name: Amy J. Patterson

Title: Authorized Person

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