

M09000000948

Florida Department of State
Division of Corporations
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To:

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

From:

LINDA A. SCARCELLI
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 future annual report mailings. Enter only one email address please.

Email Address: linda.scarcell1@cnl.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
CNL MACQUARIE INCOME GP, LLC

Certificate of Status	0
Certified Copy	1
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JAN 14 2009

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EXAMINER



January 13, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LINDA A. SCARCELT
CNL FINANCIAL GROUP, INC.

SUBJECT: CNL MACQUARIE INCOME GP, LLC
REF: M09000000948

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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. #: H10000007380
Letter Number: 610A00000976

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Attached
Thank you*

**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 Macquarie Income GP, LLC
- 2. Jurisdiction of its organization: Delaware
- 3. Date authorized to do business in Florida: March 9, 2009

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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? December 21, 2009
- 5. New name of the limited liability company: Macquarie CNL Income GP, 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

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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 MACQUARIE INCOME GP, LLC", CHANGING ITS NAME FROM "CNL MACQUARIE INCOME GP, LLC" TO "MACQUARIE CNL INCOME GP, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:54 O'CLOCK A.M.

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TALLAHASSEE, FLORIDA



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091120831

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

Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7715062

DATE: 12-22-09

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:09 PM 12/21/2009
FILED 11:54 AM 12/21/2009
SRV 091120831 - 4661470 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
CNL MACQUARIE INCOME GP, LLC
A DELAWARE LIMITED LIABILITY COMPANY**

FIRST: The name of the limited liability company is CNL Macquarie Income GP, LLC.

SECOND: The Certificate of Formation of the limited liability company, filed on March 4, 2009, in the Office of the Secretary of State of the State of Delaware, is hereby amended as follows:

The name of the limited liability company shall be Macquarie CNL Income GP, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of CNL Macquarie Income GP, LLC this 18th day of December, 2009.

AUTHORIZED PERSON:

By: 
Steven D. Shackelford

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10 JAN 13 AM 8:36
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TALLAHASSEE, FLORIDA