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(Requestor's Name)

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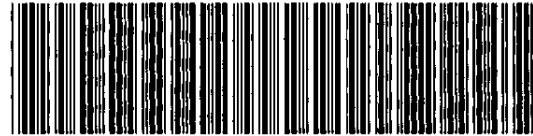
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OCT 13 2010

**EXAMINER**



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FILED

10 OCT 12 PM 1:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Flournoy Tax Credit Investment Company II, L.L.C.  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathryn Y. Bouchillon

Name of Person

Burr & Forman LLP

Firm/Company

171 17th Street, NW, Suite 1100

Address

Atlanta, GA 30363

City/State and Zip Code

ltipson@burr.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lori Tipson

Name of Person

at ( 404 )

685-4327

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

☐ \$30 Filing Fee &  
Certificate of Status

☒ \$55 Filing Fee &  
Certified Copy

☐ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy

**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: Flournoy Tax Credit Investment Company II, L.L.C.
2. Jurisdiction of its organization: Georgia
3. Date authorized to do business in Florida: 05/14/1999

**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? 10/01/2010

5. New name of the limited liability company: \_\_\_\_\_  
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

Sunbelt Tax Credit Investment Company II, 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 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

Thomas H. Flournoy, President of Manager

Typed or printed name of signee

**Filing Fee: \$25.00**

FILED  
10 OCT 12 PM 03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STATE OF GEORGIA

## Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

## CERTIFICATE OF AMENDMENT NAME CHANGE

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

### FLOURNOY TAX CREDIT INVESTMENT COMPANY II, L.L.C.

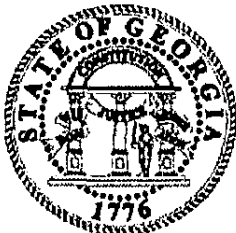
a Domestic Limited Liability Company

has filed articles/certificate of amendment in the Office of the Secretary of State on 10/01/2010 changing its name to

### SUNBELT TAX CREDIT INVESTMENT COMPANY II, LLC

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on October 1, 2010



Brian P. Kemp  
Secretary of State

**NAME CHANGE AMENDMENT  
TO THE  
ARTICLES OF ORGANIZATION  
OF  
FLOURNOY TAX CREDIT INVESTMENT COMPANY II, L.L.C.**

**I.**

The name of the limited liability company is Flournoy Tax Credit Investment Company II, L.L.C.

**II.**

The Articles of Organization were filed on November 7, 1997.

**III.**

The Articles of Organization are hereby amended to change the name of the limited liability company from "Flournoy Tax Credit Investment Company II, L.L.C." to "Sunbelt Tax Credit Investment Company II, LLC".

*[Signature page follows.]*



IN WITNESS WHEREOF, the undersigned has executed this Name Change Amendment, this 27<sup>th</sup> day of September, 2010.

**FLOURNOY TAX CREDIT INVESTMENT  
COMPANY II, L.L.C.**

By: Flournoy Tax Credit Investment Manager, Inc., a  
Georgia corporation, its Manager

By: \_\_\_\_\_

Name: Thomas H. Flournoy

Title: President

2010 OCT -1 AM 1:53  
SECRETARY OF STATE  
CORPORATIONS DIVISION