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Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

LNR HARBOR FUND GP VIII, INC.

Certificate of Status	0
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Articles of Amendment
to
Articles of Incorporation
of

LNR Harbor Fund GP VIII, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P98000091260

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

SAH Harbor Fund GP VIII, Inc.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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The date of each amendment(s) adoption: 1/23/2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Paul Foreman

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE: \$35

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CT CORPORATION SYSTM

PAGE 04/06

01/24/2006 TUE 15:29 FAX 1 312 263 4207 CT Chicago SPT --- Tallahassee, FL

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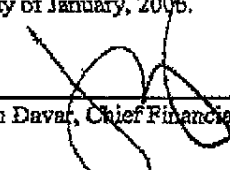
POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Dinesh Davar, Chief Financial Officer of each of the corporations set forth on the attached list consisting of three pages, (the "Corporations") each organized under the laws of the state of incorporation, does hereby appoint Paul Foreman as Vice President and attorney-in-fact and also, does hereby appoint Sonni Dellenbach as Assistant Secretary and attorney-in-fact for the Corporations to act for the Corporations and in the Corporations' name for the limited purposes authorized herein.

The Corporations, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to file change of agent forms, name change amendment forms and documents of similar import, in any state, county, circuit court or local jurisdiction.

This Power of Attorney expires upon the earlier of April 30, 2006 or when revoked by the Corporations.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 18th day of January, 2006.

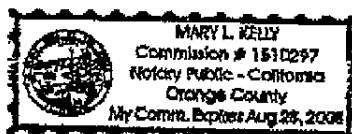


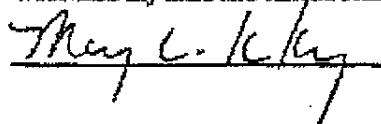
Dinesh Davar, Chief Financial Officer

State of CALIFORNIA)
County of ORANGE) *

On January 18, 2006, before me, Mary L. Kelly, Notary Public, personally appeared Dinesh Davar, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.





Attachment A

American Pacific Properties, Inc., an Oregon corporation
Antelope Housing, Inc., an Oregon corporation
LNR 99 Fund I MM, Inc., a Florida corporation
LNR 909 4th Y Limited, Inc., a Washington corporation
LNR 2001 Fund III MM, Inc., a Delaware corporation
LNR 2001 TCF Fund I GP, Inc., a Delaware corporation
LNR Academy Heights Limited, Inc., a Colorado corporation
LNR Affordable Housing, Inc., a Florida corporation
LNR Affordable Housing of the Rockies, Inc., a Colorado corporation
LNR Altoona Limited, Inc., an Oregon corporation
LNR Anderson Farms Limited, Inc., an Oregon corporation
LNR Apache Junction Limited, Inc., an Arizona Corporation
LNR Apache Pines Limited, Inc., a Nevada corporation
LNR Auburn Limited, Inc., an Oregon corporation
LNR Ashworth Woods Limited, Inc., an Oregon corporation
LNR Banning Limited, Inc., a California corporation
LNR Boalsburg II Limited, Inc., a Pennsylvania corporation
LNR Boardwalk Limited, Inc., a Washington corporation
LNR Bressi Ranch Family Housing Limited, Inc., a California corporation
LNR Brookwood Park Limited, Inc., a Michigan corporation
LNR Burlington Square Ltd, Inc., an Oregon corporation
LNR Canyon Rim Ltd, Inc., a Delaware corporation
LNR Cedar River Limited, Inc., an Oregon corporation
LNR Centennial East Limited, Inc., a Colorado corporation
LNR Central Senior Limited, Inc., a Delaware corporation
LNR Cherry Tree Limited, Inc., a California Corporation
LNR Chestnut Village Limited, Inc., a California corporation
LNR Clare House Limited, Inc., a Washington corporation
LNR Clayton Meadows Limited, Inc., an Oregon corporation
LNR Collins Cove Limited, Inc., a Florida corporation
LNR Columbia Park Limited, Inc., an Oregon Corporation
LNR Commencement Limited, Inc., an Oregon corporation
LNR Commerce City Senior Limited, Inc., a Colorado corporation
LNR Conservatory Place Court Limited, Inc., a Washington corporation
LNR Country Village Limited, Inc., an Oregon corporation
LNR Covey Run Limited, Inc., an Oregon corporation
LNR East Wenatchee Limited, Inc., an Oregon corporation
LNR Edgefield Senior Limited, Inc., an Delaware corporation
LNR Englewood Limited, Inc., an Oregon corporation
LNR Essex Limited, Inc., a Wisconsin corporation
LNR Esther Short Park Limited, Inc., a Washington corporation
LNR Federal Way Limited, Inc., an Oregon corporation
LNR Five Corners Limited, Inc., a Washington corporation
LNR Fund XII MM, Inc., a Delaware corporation
LNR Gowe Court Limited, Inc., a Washington corporation
LNR Harbor Fund GP IV, Inc., an Oregon corporation

LNR Harbor Fund GP V, Inc., an Oregon corporation
LNR Harbor Fund GP VIII, Inc., a Florida corporation
LNR Harbor Fund GP IX, Inc., a Florida corporation
LNR Hastings Limited, Inc., an Oregon corporation
LNR Hazelwood Station Limited, Inc., an Oregon corporation
LNR Hoover Housing Limited, Inc., a California corporation
LNR Horizon Pines Limited, Inc., a Nevada corporation
LNR Investment Fund XI MM, Inc., a Delaware corporation
LNR Lakewood Meadows Limited, Inc., a Washington corporation
LNR Lily Lane Limited, Inc., a Wisconsin corporation
LNR LLC Investor, Inc., a Delaware corporation
LNR LLC Manager, Inc., a Delaware corporation
LNR LP Holdings, Inc., a Florida corporation
LNR Lynwood Limited, Inc., a Florida corporation
LNR Meeker Court Limited, Inc., a Washington corporation
LNR Oak Glen Limited, Inc., a Florida corporation
LNR Orange Tree Village Limited, Inc., a California corporation
LNR Orlando Limited, Inc., an Oregon corporation
LNR Park Court Limited, Inc., a Washington corporation
LNR Park Crest Limited, Inc., an Oregon corporation
LNR Parkwood Limited, Inc., an Indiana corporation
LNR Pike Peak Limited, Inc., a Colorado corporation
LNR Racine Street Limited, Inc., a Washington corporation
LNR Richland Limited, Inc., an Oregon corporation
LNR Riverwood Village Limited, Inc., a Delaware corporation
LNR Royal Palms Limited, Inc., an Arizona corporation
LNR Santa Fe Limited, Inc., an Oregon corporation
LNR Santa Fe Limited II, Inc., a New Mexico corporation
LNR Santa Rosa Gardens Limited, Inc., a California corporation
LNR Santa Teresa Family Homes Limited, Inc., a New Mexico corporation
LNR Snow Cap Limited, Inc., a Colorado corporation
LNR SLP, Inc., a Delaware corporation
LNR South Forty Limited, Inc., a Delaware corporation
LNR Surrey Row Limited, Inc., an Oregon corporation
LNR Tax Compliance, Inc., a Delaware corporation
LNR The Oaks Limited, Inc., a Florida corporation
LNR Titus Limited, Inc., an Oregon corporation
LNR Tri-Court Limited, Inc., an Oregon corporation
LNR Village Crossing Limited, Inc., an Indiana corporation
LNR West Lincoln Limited, Inc., a California corporation
LNR Wiedemann Park Limited, Inc., an Oregon corporation
LNR Windhaven Limited, Inc., an Oregon corporation
LNR Willamette Court Limited, Inc., a Washington corporation
LNR Willow Tree Limited, Inc., a California corporation
LNR Woodspring Limited, Inc., an Oregon corporation