BILL GARRETT, Davidson County
Trans:T20130106688 CHARTER
Recvd: 12/23/13 15:56 7 pgs
Fees:8.00 Taxes:0.00
20131223-0129559

After recording, please return to:
Bradley J. Stein
Forestar Group Inc.
6300 Bee Cave Rd., Bldg. Two, Suite 500
Austin, Texas 78746

AFFIDAVIT OF CORPORATE NAME CHANGE

FMF Westmont LLC
To
CREA FMF Nashville LLC

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, the undersigned officer duly authorized to administer oaths, Bradley J. Stein ("Deponent"), who, being duly sworn according to law, deposes and says on oath as follows:

1. That Bradley J. Stein is the duly elected and acting Assistant Secretary of Forestar (USA) Real Estate Group Inc., Manager of CREA FMF Nashville LLC, a Delaware limited liability company (the "Company"), and that as such officer, he is duly authorized to make and give this Affidavit for and on behalf of the Company, and has personal knowledge of the facts set forth herein.

2. That the Company was formerly known as FMF Westmont LLC, a Delaware limited liability company. FMF Westmont LLC filed a Certificate of Amendment with the Secretary of State of Delaware and an Application for Amended Certificate of Authority (Limited Liability Company) with the Department of State of Tennessee pursuant to which FMF Westmont LLC changed its name to CREA FMF Nashville LLC. True and correct copies of documentation supporting this name change is attached hereto, marked for identification as Schedule I and by this reference made a part hereof.

3. Under penalty of perjury, Deponent declares that Deponent has examined the foregoing Affidavit and hereby certifies that it is true, correct and complete to the best of his knowledge and belief, and Deponent further declares that Deponent has the authority to make this Affidavit and the certifications contained hereon on behalf of the Company.

Bradley J. Stein,
Deponent

STATE OF TEXAS *
*
COUNTY OF TRAVIS *

This instrument was acknowledged before me on this 19th day of December 2013, by Bradley J. Stein, Assistant Secretary of Forestar (USA) Real Estate Group Inc., Manager of CREA FMF Nashville LLC, a Delaware limited liability company, on behalf of said company.

Theresa Risenhoover
Notary Public



Schedule I

Delaware

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 "FMF WESTMONT LLC", CHANGING ITS NAME FROM "FMF WESTMONT LLC" TO "CREA FMF NASHVILLE LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2013, AT 11:45 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

5196331 8100

131428143

AUTHENTICATION: 0985381

DATE: 12-16-13

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:52 AM 12/16/2013
FILED 11:45 AM 12/16/2013
SRV 131428143 - 5196331 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: FMF Westmont LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company is changed to CREA FMF Nashville LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 16th day of December, A.D. 2013.

By: _____
Authorized Person(s)

Name: Brad Stein
Print or Type

67

State of Tennessee

Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY (LIMITED LIABILITY COMPANY)

For Office Use Only

FILED

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-246-303 of the Tennessee Limited Liability Company Act or §48-249-906 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The currently recorded name of the Limited Liability Company is: FMF Westmont LLC

If different, the name under which the amended certificate of authority is to be obtained is: CREA FMF Nashville LLC

2. The state or country under whose law it is organized is: Delaware

and its date of formation is: 08/09/2012 (must be month, day and year).

3. The complete street address (including zip code) of its principal office is:

6300 Bee Cave Road, Bldg Two, Suite 500	Austin	TX	78746
Street	City	State/Country	Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee is:

2908 Poston Avenue	Nashville	Davidson	37203
Street	City/State	County	Zip Code

The name of its registered agent at that office is: Corporation Service Company

5. If the provisions of TCA §48-249-309(l) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. Please insert the number of members at the date of filing if more that six (6). 2

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of Limited Liability Company records in the state or country under whose law it is formed. The certificate shall not bear a date of more than two (2) month prior to the date the application is successfully filed in Tennessee.

12/19/13
Signature Date

Vice President
Signer's Capacity

CREA FMF Nashville LLC
Name of Limited Liability Company

Signature

Brad Stein
Name (typed or printed)

SS-4231 (Rev. 01/08) Filing Fee:$20 RDA 2458

693114

7263.2448, 12/19/2013, 15:04:37, Received by Tennessee Secretary of State Tre Hargett

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CREA FMF NASHVILLE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CREA FMF NASHVILLE LLC" WAS FORMED ON THE NINTH DAY OF AUGUST, A.D. 2012.

5196331 8300

131452408

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

Jeffrey W Bullock, Secretary of State

AUTHENTICATION: 0999189

DATE: 12-19-13

7263.2449, 12/19/2013, 15:04:39, Received by Tennessee Secretary of State Tre Hargett