

STERLING | **PROPERTIES**

CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP

**AMENDMENT TO
CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
INREIT PROPERTIES, LLLP**

This Amendment to Certificate of Limited Partnership (“Amendment”) is made and entered into effective as of August 1, 2014, by INREIT Properties, LLLP, a North Dakota limited liability limited Partnership (the “Partnership”), pursuant to Chapter 45-23 of the North Dakota Century Code (the “Act”):

WHEREAS, the Partnership was formed under the Act pursuant to that certain Certificate of Limited Partnership dated April 14, 2003, as filed in the Office of the Secretary of State of the State of North Dakota on April 25, 2003 (the “Certificate”);

WHEREAS, the Partnership desires to amend the Certificate to reflect the change of name of the Partnership;

NOW, THEREFORE, the Certificate is amended as follows:

Paragraph 1. of the Certificate is amended as follows:

1. The name of the partnership is Sterling Properties, LLLP.

IN WITNESS WHEREOF, the undersigned has signed this Amendment to Certificate of Limited Liability Limited Partnership on June 19, 2014.

By: INREIT REAL ESTATE INVESTMENT
TRUST
Its General Partner

By: Brad Swenson
Name: Brad Swenson
Its: President

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SEC. OF STATE

19,917,00 LLL

**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
FOR
INREIT PROPERTIES, LLLP**

We, the undersigned, for purposes of forming a limited partnership pursuant to North Dakota Century Code Section 45-23, hereby certify:

1. Name. The name of the partnership is INREIT Properties, LLLP.
2. Business Purpose. The purpose of the partnership is to make a profit, increase wealth, and provide a means for the partners to become knowledgeable of, manage and preserve partnership assets, together with any and all other lawful business activities as the General Partner shall determine.
3. Principal Executive Office. The address of the principal executive office of the partnership is

216 South Broadway, Suite 202
Minot, North Dakota 58702-0656
4. Registered Office and Agent. The address of the registered office and the name and telephone number of the registered agent is

Larry O'Callaghan
1111 Westrac Drive, Suite 100
Fargo, ND 58103-2384
(701) 239-4274
5. General Partners. The name and business address of each general partner is

INREIT Real Estate Investment Trust # 18,619,900
216 South Broadway, Suite 202
Minot, North Dakota 58702-0656
6. Status Elected. The partnership elects limited liability limited partnership status.
7. Term. The partnership shall commence on the date of the filing of this Certificate and shall continue until in perpetuity until dissolved under the provisions of the Limited Liability Limited Partnership Agreement.

NORTH DAKOTA
 Filed 4-25 2003

 Secretary of State
 RB



Dated this 14 day of April, 2003.

INREIT PROPERTIES, LLLP

By *Karyn D. Callaghan*
President of INREIT Real Estate
Investment Trust