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THE OASIS AT HIGHWOOD'S PRESERVE GP, LLC

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AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
THE OASIS AT HIGHWOODS PRESERVE GP, LLC

The undersigned hereby submits these Amended and Restated Articles of Organization (the "*Articles of Organization*") for The Oasis at Highwoods Preserve GP, LLC (the "*Company*"), under the Florida Revised Limited Liability Company Act, Chapter 605, *Florida Statutes*.

These Articles of Organization amend and restate in the entirety the articles of organization originally filed by the Company on June 15, 2016 (the "*Original Articles*").

ARTICLE I - Name

The name of the liability company as originally filed under the Original Articles was The Oasis at Highwood's Preserve GP, LLC (the word "Highwood's" initially with an apostrophe).

The name of the limited liability company is The Oasis at Highwoods Preserve GP, LLC.

ARTICLE II - Address

The mailing and street address of the principal office of the Company is 247 North Westmonte Drive, Altamonte Springs, Florida 32714.

ARTICLE III - Duration

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of a written operating agreement of the Company, as the same may be amended from time to time (the "*Operating Agreement*").

ARTICLE IV - Management

The Company shall be manager-managed, elected as described in the Operating Agreement. The initial manager of the Company shall be Robert M. Picerne. The Company may also have such officers as may be appointed in these Articles of Organization or as may be otherwise appointed by the manager pursuant to the terms of the Operating Agreement. The initial officers of the Company are as follows:

- Robert M. Picerne - President
- Richard R. Haley - Executive Vice President
- Edward L. Wernecke - Executive Vice President

Unless a Statement of Denial has been filed by the Company, the above officers shall be authorized to legally bind the Company, and such authority shall be in addition to the signatory authority granted to the manager under the Operating Agreement or otherwise by operation of law, and the signature of either the manager or any officer designated above shall be sufficient to bind the Company, provided, however, that neither the manager nor any officer may take any of the following acts without the specific written consent of all the then-existing member(s) of the Company:

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- a. do any act which would make it impossible to carry on the ordinary business of the Company or the ordinary business of any subsidiary of the Company;
- b. confess a judgment against the Company or any subsidiary of the Company, or otherwise settle or compromise any litigation or other adversarial proceeding involving the Company or any subsidiary of the Company;
- c. execute or deliver any general assignment for the benefit of the creditors of the Company or the creditors of any subsidiary of the Company;
- d. assign rights in specific Company property (or any property of a subsidiary of the Company) for other than a Company (or subsidiary, as applicable) purpose;
- e. sell all or substantially all of the assets of the Company or cause the Company to merge with another entity, or sell all or substantially all of the assets of a subsidiary of the Company or cause a subsidiary of the Company to merge with another entity;
- f. enter into or amend any contracts between the Company or a subsidiary of the Company on one hand, and any affiliate of a manager on the other hand;
- g. enter into any capital transactions on behalf of a subsidiary;
- h. enter into any contract or bind the Company to any debt, obligation, or liability that obligates the Company to spend in excess of \$50,000, or that may not be terminated at the will of Company on thirty (30) days or less notice;
- i. encumber, pledge, or allow a lien to be created against any assets of the Company or against any assets of any subsidiary of the Company.

**ARTICLE V – Admission of Additional Members**

The Company shall admit new members only upon the unanimous written consent of all the then-existing member(s) of the Company.

**ARTICLE VI – Adoption of Operating Agreement**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

**ARTICLE VII - Registered Agent and Office**

The name and Florida street address of the initial registered agent of the Company is NRAI Services, Inc., at 1200 South Pine Island Road, Plantation, FL 33324.

**ARTICLE VIII - Amendments**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by a writing executed by the manager of the Company.

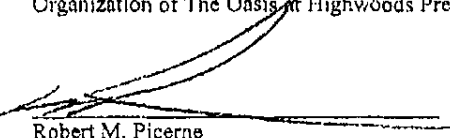
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IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization of The Oasis of Highwoods Preserve GP, LLC, as of the 4<sup>th</sup> day of August, 2016.



Robert M. Picerno  
Authorized Representative

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.)

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**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **THE OASIS AT HIGHWOODS PRESERVE GP, LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

- 1. The name of the limited liability company is: **THE OASIS AT HIGHWOODS PRESERVE GP, LLC.**
- 2. The name and address of the registered agent and office is:

NRAI Services, Inc.  
1200 S. Pine Island Rd.  
Plantation, FL 33324

Having been named as registered agent for Company, and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, Florida Statutes.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Acceptance this 8<sup>th</sup> day of August, 2016.

NRAI Services, Inc.

By: Katie Wonsch  
 Name: Katie Wonsch  
 Title: Assistant Secretary

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