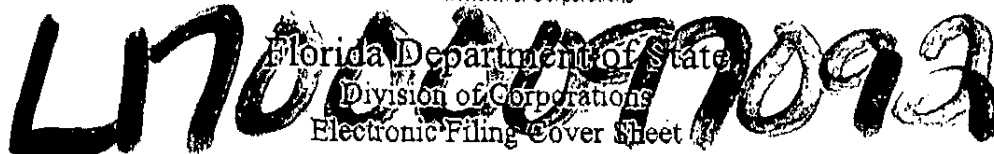


May. 11. 2017 3:11PM Gray Robinson

No. 0978 P. 1

5/11/2017

Division of Corporations



Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6383

From: **Carrie Ramos, FRP, Paralegal PLEASE FAX CONFIRMATION TO 407 244-5690**

Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
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Fax Number : (407)244-5690

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: jschulze@orlandocitysc.com

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
ORLANDO CITY SOCCER HOLDINGS, LLC**

Certificate of Status	0
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MAY 12 2017

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ORLANDO CITY SOCCER HOLDINGS, LLC (the "Company") filed its original Articles of Organization with the Florida Department of State on May 2, 2017 and was assigned document number L17000097092. These Amended and Restated Articles of Organization were duly adopted by the Company and were prepared in accordance with Section 605.0202, *Florida Statutes*.

ARTICLE I
Name

The name of this Limited Liability Company is:

Orlando City Soccer DP, LLC

ARTICLE II
Address

The mailing address and the street address of the principal office of this Limited Liability Company is:

655 W. Church Street
Orlando, FL 32805

ARTICLE III
Management

This Limited Liability Company is to be managed by one or more managers and is, therefore, a "manager-managed" limited liability company.

ARTICLE IV
Initial Board of Managers

This Limited Liability Company shall have two (2) managers initially. The number of managers may be either increased or decreased from time to time in accordance with the Operating Agreement of this Limited Liability Company, but shall never be less than one.

The names and addresses of the initial managers of this Limited Liability Company are as follows:

<u>Name</u>	<u>Street Address</u>
Flavio Augusto da Silva	655 W. Church Street Orlando, FL 32805
Alexandre Leitao	655 W. Church Street Orlando, FL 32805

ARTICLE V

Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the Registered Agent of this Limited Liability Company is:

Michael E. Neukamm
GrayRobinson, P.A.
301 E. Pine Street, Suite 1400
Orlando, FL 32801

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



REGISTERED AGENT'S SIGNATURE

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 in Section 817.155, Florida Statutes.



AUTHORIZED REPRESENTATIVE'S SIGNATURE

MICHAEL E. NEUKAMM, AUTHORIZED REPRESENTATIVE

Type or printed name of signee