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Division of Corporations
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Email Address: LGans@shutts.comLLC AMND/RESTATE/CORRECT OR M/MG RESIGN
COLLEGE PARK QOF, LLC

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FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2019 DEC 29 A 9 46

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

2019 DEC 20 A 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Organization of COLLEGE PARK QOF, LLC (the "Company") were filed with the Florida Department of State on June 25, 2019 and assigned Document Number L19000158567; and

WHEREAS, it is the intention of the members and manager of the Company that the Articles of Organization of the Company be amended and restated in their entirety effective immediately upon filing with the Florida Department of State.

NOW, THEREFORE, the Articles of Organization of the Company are hereby amended and restated as follows:

ARTICLE I - Name

The name of the limited liability company is:

COLLEGE PARK QOF, LLC

ARTICLE II - Address

The mailing address and the street address of the principal office of the limited liability company are:

601 N. New York Ave., Suite 208
Winter Park, Florida 32789

ARTICLE III - Management

The limited liability company shall be managed by one or more managers (who shall be designated "Manager(s)") and is, therefore, a manager-managed company within the meaning of Section 605.0407, Florida Statutes. The rights, duties and obligations of the manager(s) and the member(s) of the limited liability company shall be as set forth in writing in the agreement(s) of the member(s).

The name and street address of the Manager of the limited liability company are:

Patrick Hughes
601 N. New York Ave., Suite 208
Winter Park, Florida 32789

ARTICLE IV - Registered Agent and Office

The name and street address of the initial registered agent of the limited liability company are:

CORPORATION COMPANY OF MIAMI
200 S. Biscayne Blvd., Suite 4100 (PWJ)
Miami, Florida 33131

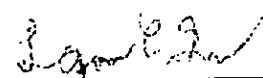
ARTICLE V - Purpose

The purpose of the limited liability company is to be a "Qualified Opportunity Fund" as such term is defined in Section 1400Z-2(d)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), that invests in "Qualified Opportunity Zone Property" as such term is defined in Section 1400Z-2(d)(2)(A) of the Code, including, but not limited to, one or more commercial real estate venture(s) located in the neighborhood of College Park in Orlando, Florida, which is in one or more "Qualified Opportunity Zone(s)" as such term is defined in Section 1400Z-1(a) of the Code.

[SIGNATURES ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Organization this 18th day of December, 2019.



Logan E. Gans, Authorized Representative

(This document is executed in accordance with Section 605.0203(1)(b), Florida Statutes. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.)

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company at the address designated in the Amended and Restated Articles of Organization, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent, as provided for in Chapter 605, Florida Statutes.

Date: December 18, 2019.

CORPORATION COMPANY OF MIAMI, a Florida corporation



By: _____
Name: Gary J. Cohen
Title: Vice President