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ASCENT CAPITAL GRS FUND II, LLC

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**AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ASCENT CAPITAL GRS FUND II, LLC**

ASCENT CAPITAL GRS FUND II, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Company"), in order to amend its Articles of Organization as now in effect (the "Articles of Organization"), in accordance with the requirements of Section 605.0202, Florida Statutes, does hereby certify as follows:

1. The name of the Company is **Ascent Capital GRS Fund II, LLC**, and its Document Number with the Florida Department of State is **L22000239479**.
2. The Articles of Organization were filed with the Florida Department of State on **June 2, 2022**.
3. The Amendment to the Company's Articles of Organization being effected hereby is made in order to reflect the correct Manager of the Company and to provide the purpose of the Company in the Florida Department of State's records.
4. These Articles of Amendment to the Company's Articles of Organization shall be effective immediately upon filing hereof with the Florida Department of State.
5. The Articles of Organization are hereby amended by deleting the current Article V and replacing it with the following:

ARTICLE V

Initial Manager

The name and street address of the initial Manager of the Company shall be:

MacDonald Family Office

**1311 N. Westshore Boulevard
Suite 101A
Tampa, Florida 33607**

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6. The Articles of Organization are hereby further amended by adding Article VIII, as follows:

ARTICLE VIII

Purpose

The Company has been organized as a “qualified opportunity fund” (a “QOF”) for purposes of Sections 1400Z-1 and 1400Z-2 of the Internal Revenue Code of 1986, as amended (the “Code”). The purpose of the Company is to (a) invest in “qualified opportunity zone property” (as defined in Section 1400Z-2 of the Code or any successor statute or section thereto), (b) engage in the trade or business of acquiring, investing in, owning, operating, managing, and selling operating businesses, including through one or more “qualified opportunity zone businesses” (as defined in Section 1400Z-2 of the Code or any successor statute or section thereto), and (c) engage in any and all activities permitted under applicable law relating thereto so long as such activities continue to permit the Company to qualify as a QOF.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 3rd day of June, 2022.


Sheryl S. Hunter, Authorized Representative