

Division of Corporations

P140000 25025

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
255 HIGHLAND CROSS, INC.**

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Restated

Art.

4-10-14

AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
255 HIGHLAND CROSS, INC.

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Pursuant to the terms and provisions of Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned officer of 255 Highland Cross, Inc. (the "Corporation") does hereby certify that:

FIRST: The Articles of Incorporation (the "Articles of Incorporation") of the Corporation were filed with the Office of the Florida Department of State (the "Department of State") on March 19, 2014.

SECOND: The Board of Directors of the Corporation by unanimous written consent effective April 8, 2014 voted to amend and restate the Articles of Incorporation (the "Amended and Restated Articles of Incorporation") in the form attached hereto.

THIRD: The Amended and Restated Articles of Incorporation do not contain an amendment to the Articles of Incorporation which requires shareholder approval.

FOURTH: The duly adopted Amended and Restated Articles of Incorporation supersede the Articles of Incorporation.

FIFTH: The Department of State may certify the Amended and Restated Articles of Incorporation, as the articles of incorporation currently in effect, without including the certificate information required by subsection (4) of Section 607.1007 of the Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer has duly executed this certificate of behalf of the Corporation as of this 8th day of April, 2014.

255 HIGHLAND CROSS, INC.

By: 
Name: Mark P. Faraldo
Title: President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
255 HIGHLAND CROSS, INC.
(a Florida Corporation)**

I.

The name of the corporation is "255 Highland Cross, Inc."

II.

The corporation is organized pursuant to the provisions of the Florida Business Corporation Act (the "Act").

III.

The corporation shall have perpetual duration and shall have only one class of stock. The corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share. The corporation shall have only one class of stock and only one shareholder. At all times, the corporation shall be 100% owned by an organization described in Section 501(c)(25) of the Internal Revenue Code of 1986, as amended (the "Code") or by a "qualified subsidiary" (within the meaning of Section 501(c)(25)(E) of the Code) of an organization described in Section 501(c)(25) of the Code (a "Qualified Shareholder"). The initial shareholder shall be Meadowlands Composite Industrial, Inc.

IV.

The corporation is organized for the exclusive purposes of acquiring real property and holding title to, and collecting income from, such property, on behalf of the Qualifying Shareholder. It is intended that the Qualified Shareholder will qualify at all times as an organization exempt from federal income taxation under sections 501(a) and 501(c)(25) of the Code and that the corporation qualify as a "qualified subsidiary" under section 501(c)(25)(E) of the Code; therefore, notwithstanding any other provision in these Articles, the corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the corporation is organized.

V.

Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the corporation, the corporation shall have all of the powers conferred upon corporations under the Act to be exercised solely in furtherance of the purposes described in Article IV hereof.

VI.

The shareholder of the corporation shall have the right to dismiss the corporation's investment advisor(s), following reasonable notice.

VII.

The shareholder shall have the right to terminate its interest in the corporation by either, or both, of the following alternatives, as determined by the corporation:

(A) by selling or exchanging all of its stock in the corporation (subject to any Federal or State securities law) to a single Qualified Shareholder; or

(B) by having its stock redeemed by the corporation after the shareholder has provided 90 days notice to the corporation.

VIII.

The affairs of the corporation shall be managed by a Board of Directors consisting of at least three individuals (the "Directors"). The exact number and the method of election of the Directors as well as any qualifications for being a Director shall be as provided from time to time by or pursuant to the Bylaws of the corporation, except that the number of initial Directors is fixed by Article IX of these Articles of Incorporation. The Board of Directors also shall be authorized to appoint officers and agents to act on behalf of the corporation and/or to delegate daily management powers and responsibilities, including but not limited to the power to borrow funds on behalf of the corporation, the power to transfer or encumber assets on behalf of the corporation, and the power to purchase property on behalf of the corporation, to one or more individuals or entities which the Board of Directors reasonably believes to be reliable and competent as to such matters.

IX.

The initial Board of Directors of the corporation shall consist of three individuals, who shall serve until the first annual meeting of the Board of Directors of the corporation and whose names and addresses are as follows:

Stephen A. Spook
1801 Hermitage Boulevard
Suite 100
Tallahassee, Florida 32308

Maureen Hazen
1801 Hermitage Boulevard
Suite 100
Tallahassee, Florida 32308

E. Lamar Taylor
1801 Hermitage Boulevard, Suite 100
Tallahassee, Florida 32308

X.

No Director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of his duty of care or other duty as a Director; provided, that this provision shall eliminate or limit the liability of a Director only to the extent permitted from time to time by the Act or any successor laws. The Board of Directors also shall have the power to hold harmless and indemnify any individual or entity which is appointed as an officer, employee or agent and to which management responsibilities are delegated in accordance with Article VIII of these Articles; provided, that this provision shall eliminate or limit the liability of an officer, employee or agent only to the extent permitted from time to time by the Act or any successor laws.

XI.

Upon dissolution or winding up of the corporation, claims or known obligations of the company shall be paid in full, and any such provision for payments shall be made in full if there are sufficient funds. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor. Any remaining funds shall be distributed to the corporation's shareholder.

XII.

The address of the initial principal office of the corporation is 1801 Hermitage Boulevard, Suite 100, Tallahassee Florida 32308. The address of the corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the corporation's initial registered agent at that office is C T Corporation System. A written acceptance of appointment as a registered agent as required by section 607.0501 of the Act is attached as "Exhibit A" to these Articles of Incorporation.

XIII.

The name and address of the incorporator is:

Michael J. Perlowski
71 South Wacker Drive
Chicago, Illinois 60606

XIV.

The Articles of Incorporation of the corporation may be amended by the affirmative vote of a majority of the Directors then in office as permitted by the Act (or the corresponding provision of any future Florida corporation law); provided, however, that no amendment may be made which would cause the Qualified Shareholder no longer to be qualified as an exempt organization described in section 501(c)(25) of the Code or the corporation no longer to be qualified as an organization described in section 501(c)(25)(E) of the Code.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on behalf of the corporation as of April 8, 2014.

255 HIGHLAND CROSS, INC.

By: Mark P. Fareldo

Name: Mark P. Fareldo

Title: President

EXHIBIT "A"

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT AND REGISTERED OFFICE**

1. The name of the corporation is 255 Highland Cross, Inc.
2. The name and address of the registered agent and registered office is:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

The undersigned, having been named the Registered Agent of 255 Highland Cross, Inc., hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes Sections 607.0501 and 607.0505.

C T Corporation System

By: Connie Bryan Connie Bryan
Its: Registered Secretary
Registered Agent

Dated: April 9th, 2014