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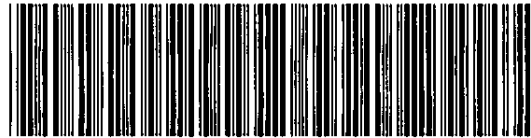
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 30 2015
A RAMSEY

Date: 11/25/2015

Account #: I20000000088

Name: Michelle Walker

Reference #: B071409

ENTITY NAME: SAS MORTGAGE TRUST

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

* Please file 2nd *

Authorized Amount: \$35

Signature: Michelle Walker

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Authorized Amount: \$35

Signature: Michelle Walker

**FOURTH AMENDMENT TO THE
SAS MORTGAGE TRUST
SECOND AMENDED AND RESTATED AGREEMENT
AND DECLARATION OF TRUST**

FILED
2015 NOV 25 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This FOURTH AMENDMENT TO THE SAS MORTGAGE TRUST SECOND AMENDED AND RESTATED AGREEMENT AND DECLARATION OF TRUST ("Third Amendment") is made November 25, 2015, by and among the Trustees of SAS Mortgage Trust (the "Trustees").

WITNESSETH:

WHEREAS, the SAS MORTGAGE TRUST, formerly known as the MRC Mortgage Investment Trust, the MMA Affordable Housing Group Trust and the Midland Affordable Housing Group Trust, (the "Group Trust"), was created pursuant to that certain Agreement and Declaration of Trust dated January 1, 1992, and thereafter amended by the First Amendment to Confidential Private Placement Memorandum and Amended and Restated Agreement and Declaration of Trust dated as of January 1, 1994, the Second Amendment to the Midland Affordable Housing Group Trust Confidential Private Placement Memorandum dated as of December 1, 1995, the Third Amendment to the Midland Affordable Housing Group Trust Confidential Private Placement Memorandum dated as of October 1, 1997, the Fourth Amendment to the Amended and Restated Agreement and Declaration of Trust dated as of September 11, 2000, the Fifth Amendment to the Midland Affordable Housing Group Trust Confidential Private Placement Memorandum and Amended and Restated Agreement and Declaration of Trust dated as of November 6, 2003, the Second Amended and Restated Agreement and Declaration of Trust dated November 8, 2006, the First Amendment to the Second Amended and Restated Agreement and Declaration of Trust dated July 31, 2009, the Second Amendment to the Second Amended and Restated Agreement and Declaration of Trust dated August 27, 2014 and the Third Amendment to the Second Amended and Restated Agreement and Declaration of Trust dated November 24, 2015 (collectively, the "Declaration of Trust"); and

WHEREAS, the Group Trust is intended to meet the requirements of Rev. Rul. 81-100, 1981-1 C.B. 326 and Section 402(a)(24) of the Internal Revenue Code of 1986, as amended (the "Code"), and is organized to afford its Participating Trusts, which are (i) trusts that individually form a part of an employer's pension or profit sharing plan for employees that are exempt from federal income taxation under Section 501(a) of the Code by reason of qualifying under Section 401(a) of the Code, (ii) governmental plans as defined in Section 414(d) of the Code whether or not plan assets are held in trust, and/or (iii) governmental units as described in Section 818(a)(6)(B) of the Code, the opportunity to pool a portion of their assets for investment, primarily for the origination and acquisition of mortgage loan investments, in accordance with the terms and conditions of this Agreement; and

WHEREAS, all capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Declaration of Trust;

WHEREAS, the Trustees and each Participating Trust desire to amend the terms of the Declaration of Trust; and

WHEREAS, each Participating Trust's representative to the Group Trust's Advisory Committee has approved the amendment.

NOW, THEREFORE, in consideration of the promises and the mutual covenants herein contained, the Trustees agree to amend the Second Amended and Restated Agreement and Declaration of Trust as set forth below.

1. Article II is replaced with the following:

"ARTICLE II

NAME

The Group Trust shall be designated as SEMINOLE MORTGAGE TRUST. The Group Trust is organized under the laws of the State of Florida and the principal business office of the Group Trust shall be located at 455 North Indian Rocks Road, Suite B, Belleair Bluffs, FL 33770."

[Signatures on following page]

Robert J. Banks
ROBERT J. BANKS, Trustee

Ronald J. Campbell
RONALD J. CAMPBELL, Trustee

RAY F. MATHIS, Trustee

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IN WITNESS WHEREOF, each of the undersigned has executed the foregoing Fourth Amendment effective as of the date first written above.

ROBERT J. BANKS, Trustee



BRUCE M. BALDWIN, Trustee

RONALD J. CAMPBELL, Trustee

THOMAS F. FLYNN, Trustee

RAY F. MATHIS, Trustee

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IN WITNESS WHEREOF, each of the undersigned has executed the foregoing Fourth Amendment effective as of the date first written above.

ROBERT J. BANKS, Trustee

BRUCE M. BALDWIN, Trustee

RONALD J. CAMPBELL, Trustee



THOMAS F. FLYNN, Trustee

RAY F. MATHIS, Trustee

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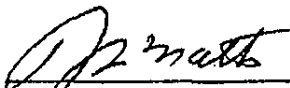
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