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(850) 202-1882

Date: 07 /2024

Name: Cheyenne Davis

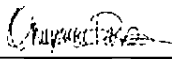
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Entity Name: SEMINOLE MORTGAGE TRUST

- ☐ Articles of Incorporation/Authorization to Transact Business
- ☒ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☐ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☐ Other _____

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Authorized Amount: \$ 35

Signature: 

✪ CORPORATE HQ
COGENCY GLOBAL INC
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

✪ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY #2010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

✪ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
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**FIFTH AMENDMENT TO THE
SEMINOLE MORTGAGE TRUST
SECOND AMENDED AND RESTATED AGREEMENT
AND DECLARATION OF TRUST**

This FIFTH AMENDMENT TO THE SEMINOLE MORTGAGE TRUST SECOND AMENDED AND RESTATED AGREEMENT AND DECLARATION OF TRUST ("Third Amendment") is made effective January 1, 2022, by and among the Trustees of Seminole Mortgage Trust (the "Trustees").

WITNESSETH:

WHEREAS, the SEMINOLE MORTGAGE TRUST, formerly known as the SAS Mortgage Trust, 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 and the Fourth Amendment to the Second Amended and Restated Agreement and Declaration of Trust dated November 15, 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. Section 6.1.2(b) of the Declaration of Trust is revised to read as follows:

Section 6.1.2 Certain Fees and Expenses; Additional Requirements

(b) On and after January 1, 2016 until January 1, 2022, all origination, extension, break or exit fees received on Investments funded by the Group Trust shall be allocated 75% to the Investment Manager and 25% to the Trust. Until January 1, 2016, and on and after January 1, 2022, the Investment Manager will be entitled to receive 100% of any origination, extension, break or exit fees received on Investments funded by the Group Trust.

[Signatures on following page]

break or exit fees received on Investments funded by the Group Trust.

[Signatures on following page]

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



ROBERT J. BANKS, Trustee

BRUCE M. BALDWIN, Trustee

CHRISTOPHER G. DIAZ, Trustee

TIMOTHY S. FETTER, Trustee

THOMAS F. FLYNN, Trustee

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

ROBERT J. BANKS, Trustee

BRUCE M. BALDWIN, Trustee

CHRISTOPHER G. DIAZ, Trustee

TIMOTHY S. FETTER, Trustee

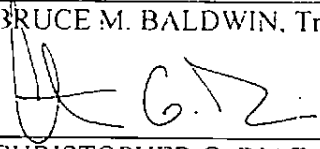


THOMAS F. FLYNN, Trustee


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

ROBERT J. BANKS, Trustee

BRUCE M. BALDWIN, Trustee



CHRISTOPHER G. DIAZ, Trustee



TIMOTHY S. FETTER, Trustee

THOMAS F. FLYNN, Trustee

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

ROBERT J. BANKS, Trustee



BRUCE M. BALDWIN, Trustee

CHRISTOPHER G. DIAZ, Trustee

TIMOTHY S. FETTER, Trustee

THOMAS F. FLYNN, Trustee

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