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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
JACARANDA TRACE COMMERCIAL, LLC

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**ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF JACARANDA TRACE COMMERCIAL, LLC**

Pursuant to the provisions of Section 605.0202 of the Florida Revised Limited Liability Company Act, **JACARANDA TRACE COMMERCIAL, LLC** adopts the following Articles of Amendment to its Articles of Organization:

FIRST: The name of the limited liability company is **JACARANDA TRACE COMMERCIAL, LLC** (the "Company").

SECOND: The Articles of Organization of the Company were filed with the Florida Department of State on February 8, 2002, under Document Number L02000003098 (the "Articles");

THIRD: Paragraph 2 of the Articles shall be amended and restated in its entirety as follows:

"2. Principal Office. The mailing address and the street address of the principal office of the Company is c/o ROC Seniors Housing Fund GP, LLC, 1000 Legion Place, Suite 1600, Orlando, Florida 32801."

FOURTH: Paragraph 3 of the Articles shall be amended and restated in its entirety as follows:

"3. Registered Agent. The name of the registered agent, and the address of the registered office of the Company is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301-2525

FIFTH: Paragraph 5 of the Articles shall be amended and restated in its entirety as follows:

"5. Management. The Company is a manager-managed limited liability company and the manager of the Company is Jacaranda Trace, Ltd., c/o ROC Seniors Housing Fund GP, LLC, 1000 Legion Place, Suite 1600, Orlando, Florida 32801."

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IN WITNESS WHEREOF, the undersigned Manager of the Company has caused these Articles of Amendment to Articles of Organization to be duly executed as of the 29th day of July, 2015.

JACARANDA TRACE, LTD.,
a Florida limited partnership

By: **ROC JACARANDA G.P., LLC,**
a Delaware limited liability company,
its General Partner

By: **VENICE FL SENIOR HOLDINGS, LLC,**
a Delaware limited liability company,
its Manager

By: **ROC SENIORS HOUSING HOLDINGS,**
LLC, a Delaware limited liability company,
its Managing Member

By: 
Name: Phillip M. Anderson
Title: Manager

Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____

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CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Manager of the Company has caused these Articles of Amendment to Articles of Organization to be duly executed as of the 29th day of July, 2015.

JACARANDA TRACE, LTD.,
a Florida limited partnership

By: ROC JACARANDA G.P., LLC,
a Delaware limited liability company,
its General Partner

By: VENICE FL SENIOR HOLDINGS, LLC,
a Delaware limited liability company,
its Manager

By: ROC SENIORS HOUSING HOLDINGS,
LLC, a Delaware limited liability company,
its Managing Member

By: _____
Name: Phillip M. Anderson
Title: Manager

Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Sonya L Cordell

Sonya L. Cordell
Asst Vice President

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CORPORATION SERVICE COMPANY