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Division of Corporations  
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Email Address: frank@andrewsblaine.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
BHCRE I, L.L.C.

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T. Burch SEP 19 2014

**SECOND AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
BHCRE I, L.L.C.**

The undersigned, Frank B. Burge, a natural person competent to contract and a member of BHCRE I, L.L.C., a Florida limited liability company (the "Company"), hereby presents these Second Amended and Restated Articles of Organization (these "Articles") pursuant to the provisions of Section 605.0202, *Florida Statutes*. These Articles have been duly adopted by the members of the Company and shall be effective as of the date these Articles are filed with the Florida Department of State.

**FIRST:** The Company's original Articles of Organization were on June 12, 2002 and the Company's Amended and Restated Articles of Organization were filed on October 9, 2007 with the Florida Department of State. The document number assigned to the Company is L02000014730.

**SECOND:** The Amended and Restated Articles of Organization are superseded in their entirety by the provisions of these Articles.

**THIRD:** The Company's Second Amended and Restated Articles of Organization are set forth in their entirety as follows:

**ARTICLE I - NAME**

The name of the limited liability company is BHCRE I, L.L.C. This limited liability company is referred to in these Articles as the "Company."

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The mailing and street address of the Company's principal office as of the date hereof is 155 Crystal Beach Drive, Suite 135, Destin, Florida 32541. The Company's principal office may hereafter be at such other place or places as its members from time to time may determine.

**ARTICLE III - PURPOSES AND POWERS**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized, and shall have all powers and rights which a limited liability

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company may exercise, pursuant to Chapter 605, *Florida Statutes* as such Chapter presently exists and may hereafter be amended.

**ARTICLE IV – EFFECTIVE DATE OF SECOND AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION AND TERM OF EXISTENCE**

The effective date of these Articles shall be the date these Articles are filed with the Florida Department of State. The Company shall have a perpetual existence unless the Company is terminated as provided in the Second Amended and Restated Operating Agreement of the Company, as the same may be amended and/or restated from time to time (the "Operating Agreement").

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The registered office of the Company is 155 Crystal Beach Drive, Suite 135, Destin, Florida 32541 and the name of the registered agent at that address is Frank B. Burge.

**ARTICLE VI – MANAGEMENT**

The Company shall be managed by a manager in accordance with the terms of the Operating Agreement of the Company. The name and address of the manager as of the date hereof is as follows:

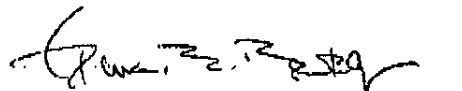
Frank B. Burge  
155 Crystal Beach Drive  
Suite 135  
Destin, Florida 32541

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*[signature page follows]*

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IN WITNESS WHEREOF, the undersigned member of the Company has executed these  
Second Amended and Restated Articles of Organization on the date set forth below:

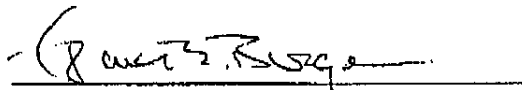


FRANK B. BURGE

Date: 9/12/2014, 2014

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of BHCRE I, L.L.C. I am familiar with and accept the duties and obligations of such designation.



FRANK B. BURGE

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