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BALDWIN PARK VILLAGE II, L.L.C.

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**THIRD AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
BALDWIN PARK VILLAGE III, L.L.C.**

The Further Amended and Restated Articles of Organization of Baldwin Park Village III, L.L.C., as filed on July 30, 2004, as assigned Florida document number L02000027572 and as amended by Amendment to the Further Amended and Restated Articles of Organization filed August 4, 2004 and by Second Amendment to the Further Amended and Restated Articles of Organization filed August 13, 2004, are hereby further completely amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of this limited liability company (this "Company") is BALDWIN PARK VILLAGE RESIDENTIAL III, L.L.C., and its mailing address is 1999 Avenue of the Stars, Suite 1260, Los Angeles, CA 90067 and the principal place of business of the Company shall be located at 1999 Avenue of the Stars, Suite 1260, Los Angeles, CA 90067.

**ARTICLE II  
COMMENCEMENT OF EXISTENCE**

This Company shall commence existence on the date of the signing the original articles of organization, October 16, 2002, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III  
GENERAL PURPOSE; GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, with such limitations as may be set forth in the Company's Operating Agreement from time to time.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be located at 7940 Via Dellagio Way, Suite 200, Orlando, FL 32819, and the initial registered agent of this Company at that address shall be CHARLES WHITTALL. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

**ARTICLE V  
MANAGEMENT**

The name and address of the Managing Member and all of the Members of this Company is as follows:

Name	Manager/Member	Address	Action
New Baldwin Investment, LLC	Manager	1999 Avenue of the Stars, Suite 1260, Los Angeles, CA 90067	Add
Baldwin Park, LLP	Managing Member	7940 Via Dellagio Way, Suite 200, Orlando, FL 32819	Remove
Baldwin Park Village III, Inc.	Managing Member	7940 Via Dellagio Way, Suite 200, Orlando, FL 32819	Remove

IN WITNESS WHEREOF, this Instrument has been executed as of the 8th day of December, 2011.

NEW BALDWIN INVESTMENT, LLC,  
a Florida limited liability company

By   
A. Stuart Rubin, President

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