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Division of Corporations
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L02000031065

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
STUDENT HOUSING OF 42ND STREET, LLC**

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
STUDENT HOUSING OF 42ND STREET, LLC
(a Florida limited liability company)

Student Housing of 42nd Street, LLC, a limited liability company organized under the laws of the State of Florida (the "Company") and assigned Florida document number L02000031065 does hereby certify:

- A. The name of the Company is Student Housing of 42nd Street, LLC. The Company's original Articles of Organization were filed with the Secretary of State of the State of Florida on November 18th, 2002 and Articles of Amendment to the Articles of Organization of the Company were filed on September 2, 2004.
- B. These Amended and Restated Articles of Organization, which restates in its entirety and further amends the provisions of the original Articles of Organization and subsequent Articles of Amendment of the Company, has been duly adopted pursuant to Section 605.0202 of the Florida Statutes.
- C. The text of the original Articles of Organization and subsequent Articles of Amendment to the Articles of Organization of the Company are hereby amended and restated to read in its entirety as follows:

**ARTICLE 1
NAME**

The name of the Company is Student Housing of 42nd Street, LLC (the "Company").

**ARTICLE 2
ADDRESS**

The mailing and street address of the Company is 700 S. Federal Highway, Suite 200, Boca Raton, FL 33432.

**ARTICLE 3
REGISTERED AGENT**

The name and street address of the Company's registered agent are SG Registered Agent LLC, 700 S. Federal Highway, Suite 200, Boca Raton, FL 33432.

**ARTICLE 4
MANAGERS**

The Company shall be managed by its managers. The name and address of the Company's managers are:

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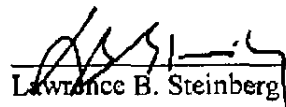
Harry Rakowski
2500 Bathurst Street, Suite 108
Toronto, ON
Canada M6B 2Y8

Brian Rakowski
2500 Bathurst Street, Suite 108
Toronto, ON
Canada M6B 2Y8

**ARTICLE 5
PURPOSE**

The sole purpose of the Company is to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the real property located in Hillsborough County, Florida and commonly known as Monticello of 42nd Street and to exercise all powers enumerated by the Florida Revised Limited Liability Company Act necessary or convenient to the conduct, promotion or attainment of the business or purpose set forth herein.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Articles of Organization as of the 11th day of August, 2014.



Lawrence B. Steinberg
Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Student Housing of 42nd Street, LLC at the place designed in Article III of the Amended and Restated Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of the position as registered agent as provided for in Chapter 605, F.S.

SG REGISTERED AGENT LLC

By: 
Lawrence Steinberg, Manager

Dated: 8/11/2014

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