

L03000010335

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
1951 BRANDYWINE, LLC**

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ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
1951 BRANDYWINE, LLC
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I: The original Articles of Organization of 1951 Brandywine, LLC, a Florida limited liability company (the "Company") were filed on March 21, 2003 and assigned document number L03000010335. The Amended and Restated Articles of Organization of the Company were filed on November 9, 2006.

Article II: Article VI of the Amended and Restated Articles of Organization is deleted in its entirety and shall be replaced with the following language:

Article VI: Limited Purpose. The Company is organized solely to acquire, improve, lease, operate, manage, own, hold for investment and sell or otherwise dispose of the real property commonly known as Fairway Vista Apartments in West Palm Beach, Florida (the "Property") and to engage in any and all other activities as may be necessary in connection with the foregoing.

Article III: Article VII (c) of the Amended and Restated Articles of Organization is deleted in its entirety.

Article IV: Article VIII (u) of the Amended and Restated Articles of Organization is deleted in its entirety and shall be replaced with the following language:

(u) Observe the single purpose entity and separateness covenants set forth in any mortgage, deed of trust or deed to secure debt encumbering the Property.

Article V: Article IX of the Amended and Restated Articles of Organization is deleted in its entirety and shall be replaced with the following language:

Article IX: SPE Component Entity. The Company shall be managed by a single managing member whose sole asset is its managing member interest in the Company.

Article VI: Article XII of the Amended and Restated Articles of Organization is hereby deleted in its entirety.

Dated: November 7, 2011

In witness whereof, the undersigned authorized representative has executed these Amended and Restated Articles of Organization as of the date set forth above.


Beth E. Kinzner, Authorized Representative