

L03000049382

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
DADELAND BUILDING LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DADELAND BUILDING LLC**

Dadeland Funding, LLLP, a Florida limited liability limited partnership which is the sole Member of Dadeland Building, LLC, and Dadeland Building Manager, Inc., a Florida corporation which is the sole Manager Member of Dadeland Building LLC do hereby adopt, amend and restate the Articles of Organization of Dadeland Building LLC, pursuant to Section 608 of the Florida Limited Liability Company Act, as defined in Section 608 Florida Statutes, or any successor Florida statute governing the formation and operation of limited liability companies in the state of Florida (collectively, the "Act").

Dadeland Building LLC is a Florida limited liability company formed pursuant to Chapter 608 Florida Statutes, by Articles of Organization of Dadeland Building LLC filed on December 3, 2003 (assigned document number L03000049382), as amended by Articles of Amendment to Articles of Organization of Dadeland Building LLC filed on December 19, 2006 and as further amended by the Amended and Restated Articles of Organization of Dadeland Building LLC filed on November 9, 2012 and having an effective date of November 26, 2012.

These Amended and Restated Articles of Amendment shall be effective upon their filing with the Florida Department of State.

ARTICLE I

COMPANY NAME

The name of this limited liability company is:

DADELAND BUILDING LLC

ARTICLE II

MAILING ADDRESS AND STREET ADDRESS OF COMPANY

The mailing address and street address of the principal office of the Company is:

8950 S.W. 74th Court, Suite 1803
Miami, Florida 33156

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ARTICLE III

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Company in the State of Florida is:

8950 S.W. Court, Suite 1803
Miami, Florida 33156

The Registered Agent of this Company at that address is Luis B. Lanier.

ARTICLE IV

PURPOSE

The Company is organized for any lawful purpose, in accordance with Section 605 of the Act.

ARTICLE V

MANAGER MEMBER

Upon the effective date of these Amended and Restated Articles of Organization and because the Company's indebtedness to Ladder Capital Finance LLC was fully repaid in September 2013, the Company shall cease to have a Manager Member.

ARTICLE VI

INTERNAL AFFAIRS

The internal affairs of the Company shall be governed solely by any Operating Agreement into which the Company and/or its Member may enter or may have entered prior to the effective date of these Amended and Restated Articles of Organization, and which shall be consistent with the Act ("Operating Agreement") and by the provisions of the Act. Except as provided in the preceding sentence, there are no limitations on the internal affairs of the Company.

ARTICLE VII

INDEMNIFICATION CLAIMS

Any indemnification which the Company may offer or provide shall be as provided in the Operating Agreement or the Act.

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ARTICLE VIII

MANAGEMENT

The Company shall be a Manager-managed company.

The Manager of the Company is Luis B. Lamar. The Manager shall serve as Manager until a successor Manager of the Company is elected and qualified, pursuant to the Operating Agreement and the Act.

IN WITNESS WHEREOF, I hereunto set my hand this 29th day of January 2014, and certify that the facts stated herein are true, and these Amended and Restated Articles of Organization of Dadeland Building LLC have been duly executed and are being filed in accordance with Section 60.57 of the Act.

Dadeland Funding, LLLP
a Florida limited liability limited
partnership, sole Member of Dadeland
Building LLC

By: 
Luis B. Lamar, Manager

Dadeland Building Manager, Inc.,
a Florida corporation, Managing
Member of Dadeland Building, LLC

By: 
Luis B. Lamar, President

ACCEPTANCE
OF
REGISTERED AGENT
FOR

DADELAND BUILDING LLC

Having been named as Registered Agent to accept service of process for the above-stated Company, at the location designated herein, I hereby accept the appointment of Registered Agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of a Registered Agent, as provided in Chapter 605, Florida Statutes.


Luis B. Lamar, Registered Agent

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