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Division of Corporations

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Florida Department of State
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BHCRE-II, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BHCRE-II, LLC**

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

FIRST: The Company's Articles of Organization were filed on June 11, 2004, with the Florida Department of State and assigned document number L04000044434.

SECOND: The Articles of Organization are superseded in their entirety by the provisions of these Amended and Restated Articles of Organization.

THIRD: The Company's 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-II, LLC. This limited liability company is referred to in these Amended and Restated Articles of Organization 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 company may exercise, pursuant to Chapter 605, *Florida Statutes* as such Chapter presently exists and may hereafter be amended.

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

The effective date of these Amended and Restated Articles of Organization shall be the date these Amended and Restated Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence unless the Company is terminated as provided in the 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

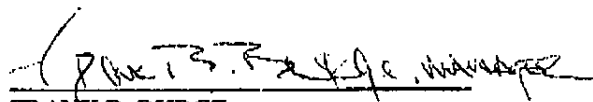
The Company shall be managed by a manager in accordance with the terms of the Operating Agreement of the Company. The name and address of the manager as of the date hereof is as follows:

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

[signature page follows]

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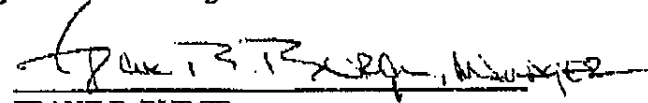
IN WITNESS WHEREOF, the undersigned member of the Company has executed these
Amended and Restated Articles of Organization on the date set forth below:


FRANK B. BURGE

Date: July 16, 2014

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of BHCRC-II, LLC. I am
familiar with and accept the duties and obligations of such designation.


FRANK B. BURGE

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