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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
MANATEE ISLAND PARTNERS, LLC**

1. The Articles of Organization of MANATEE ISLAND PARTNERS, LLC, a Florida limited liability company, were filed with the Florida Department of State, on January 11, 2006.

2. Article III of the Articles of Organization is hereby deleted in its entirety and the following Article III inserted in lieu thereof:

***Article III - PURPOSE**

- (A) acquiring certain real property located in Manatee County, Florida, for the purpose of owning such property for investment and appreciation (the "Project");
- (B) owning, managing and ultimately selling or otherwise disposing of all or any part of the Project;
- (C) guaranteeing the obligations of Sanctuary Development Partners, LLC, a Delaware limited liability company and incurring additional obligations associated with the mezzanine indebtedness due and owing to the Building Union Investment and Local Development of America Trust ("BUILD");
- (D) doing any and all things incidental to any of the activities described above; and
- (E) having all powers described in the Florida Limited Liability Company Act in furtherance of the above described activities.

3. In all other respects, the Articles of Organization of the Company are ratified and affirmed in all respects.

4. These Articles of Amendment were approved by all of the Members of the Company on the date set forth below, and the votes cast in favor of the Amendment were sufficient for approval.

DATED: February 14, 2007.

Timothy J. Morley, Manager

Linda Svenson, Manager

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