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(Requestor's Name)

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(Business Entity Name)

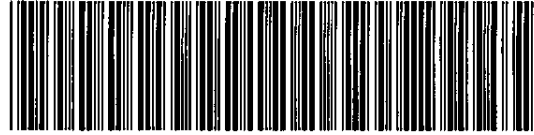
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. YMCA Village Carver Phase II LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: YMCA Village Carver Phase II, LLC
(Name of Limited Liability Company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lynn C. Wahsington

(Name of Person)

Holland & Knight LLP

(Firm/Company)

701 Brickell Avenue Suite 3000

(Address)

Miami, Florida 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

Darlene Gonzalez

(Name of Person)

at (305) 789-7424

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

YMCA Village Carver Phase II, LLC

(Present Name)
(A Florida Limited Liability Company)

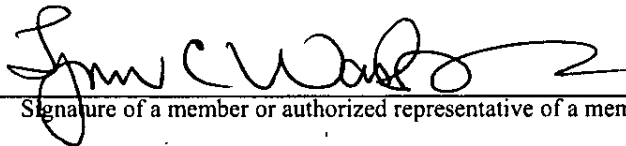
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization were filed on August 1, 2006 and assigned
document number L06000075877.

SECOND: This amendment is submitted to amend the following:

Name Change to: Village Carver Phase II, LLC

Dated February 14, 2007



Signature of a member or authorized representative of a member

Lynn C. Wahsington

Typed or printed name of signee

Filing Fee: \$25.00

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**ARTICLES OF ORGANIZATION OF
YMCA VILLAGE CARVER PHASE II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is YMCA Village Carver Phase II, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2950 S.W. 27th Avenue, Suite 200, Miami, Florida 33133.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

Name**Address**

Brian J. McDonough

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130**ARTICLE V - MANAGEMENT**

The Company is a manager-managed limited liability company.

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TALLAHASSEE, FLORIDA

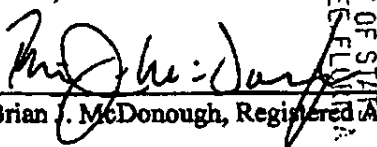
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IN WITNESS WHEREOF, the undersigned authorized representative of the Members has made and subscribed these Articles of Organization for the foregoing uses and purposes this 1st day of August, 2006.


Brian J. McDonough
Authorized Representative of Member

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for YMCA Village Carver Phase II, LLC, a Florida limited liability company, at the place designated in this certificate, 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 accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.


Brian J. McDonough, Registered Agent

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