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Division of Corporations

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Florida Department of State
Division of Corporations
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
CAYO GRANDE APARTMENTS-II, LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF

CAYO GRANDE APARTMENTS-II, LLC,

A Florida Limited Liability Company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. Name. The name of the limited liability company shall be "CAYO GRANDE APARTMENTS-II, LLC", a Florida limited liability company (the "Company").

2. Registered Address and Agent. The address of the Company's registered office, and the name of the Company's Registered Agent at such office, in the State of Florida are as follows:

819 Pinedale Road
Ft. Walton Beach, FL 32547
Registered Agent: Lowell C. Larson, Jr.

3. Management. The Company shall be a manager-managed limited liability company; provided, however, that through an amendment to these Amended and Restated Articles of Organization (the "Amended Articles"), or through the Company's operating agreement, as amended (the "Operating Agreement"), the Members of the Company may elect to convert the Company to a member-managed limited liability company.

As of the date of execution hereof, MERIDIAN COMPASS LLC, a Delaware limited liability company, is the sole Manager of the Company.

4. Membership Interests. The authorized capital of the Company shall consist of a single class of membership interests. Through an amendment to these Amended Articles (subject to the terms and conditions of the Company's Operating Agreement), or pursuant directly to the Company's Operating Agreement, the Members of the Company may provide for the future creation of new or additional classes of membership interests having such relative rights, powers, and duties as the Members may determine, including, without limitation, rights, powers, and duties senior to the initial class or then existing classes of Members.

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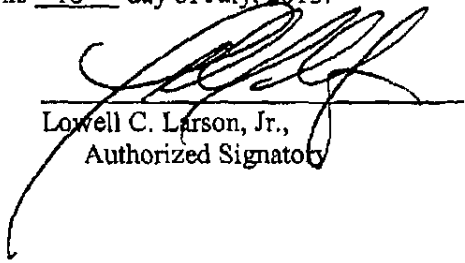
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5. Duration. The Company shall not have a specific effective date of dissolution and shall be perpetual in accordance with the terms and conditions of the Company's Operating Agreement.

6. Effectiveness. These Amended Articles shall be effective as of the date registered by the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended Articles of CAYO GRANDE APARTMENTS-II, LLC on this 16th day of July, 2015.

By:


Lowell C. Larson, Jr.,
Authorized Signatory

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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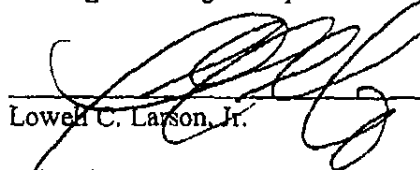
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for CAYO GRANDE APARTMENTS-II, LLC, a Florida limited liability company, at the place designated in Section 2 of the foregoing Amended and Restated Articles of Organization, 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 the position as Registered Agent as provided for in Chapter 605, Florida Statutes.

By:


Lowell C. Larson, Jr.

Dated: July 16, 2015

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