

Oct. 16, 2009 11:22AM

No. 8844 P. 1

L08000015607

Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 617-6383

From:

Account Name : FOX, WACKEN, DUNGEY, SEELEY, SWEET, BEARD & SOBEL, LLP
Account Number : 076247002541
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Fax Number : (772) 293-4637

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

BLACKBURN BENTLEY, LLC

| | |
|-----------------------|---------|
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C. LEWIS

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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Oct. 16. 2009 11:22AM

No. 8844 P. 2

FILED

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BLACKBURN BENTLEY LLC

2009 OCT 16 AM 8:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 608.411 and 608.407 of the Florida Limited Liability Company Act, Blackburn Bentley LLC, a Florida limited liability company, hereby adopts the following Amended and Restated Articles of Organization:

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1. Name.

The name of the limited liability company is BLACKBURN BENTLEY LLC (hereinafter referred to as the "Company").

2. Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in the business of property management and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address and the street address of the place of business for the Company is 801 S. Ocean Drive, #1001, Fort Pierce, FL 34949. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Theodore J. Heinemann and the initial registered office is located at 3473 SE Willoughby Boulevard in Stuart, Florida 34994.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

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7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers may be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

| <u>Name:</u> | <u>Position:</u> |
|-----------------------------|----------------------------|
| Banyan Management Group LLC | Manager |
| Graham Stikelether | President & Treasurer |
| Jennifer Heinemann | Vice-President & Secretary |

9. Indemnification.

The Company shall indemnify any member, manager, or former member or manager to the fullest extent permitted under the Act.

Executed at Stuart, Florida, on OCTOBER 16, 2009.

BLACKBURN BENTLEY LLC
a Florida limited liability company

By: [Signature]
Theodore J. Heinemann
Its: Authorized Agent

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TALLAHASSEE, FLORIDA