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MERGER OR SHARE EXCHANGE
MIIC SCENIC, L.P.

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**ARTICLES OF MERGER
OF
SCENIC MHP, L.L.C.
INTO
MHC SCENIC, L.P.**

The undersigned hereby certify:

FIRST: That the name and state of formation of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>State of Formation</u>
Scenic MHP, L.L.C.	Limited liability company	Florida
MHC Scenic, L.P.	Limited Partnership	Delaware

SECOND: That an Agreement of Merger (the "Merger Agreement"), by and among Scenic MHP, L.L.C. and MHC Scenic, L.P. has been approved, adopted, certified, executed and acknowledged by each of the entities in accordance with the requirements of Section 17-211 of the Revised Uniform Limited Partnership Act of the State of Delaware, and Sections 65.1021 – 65.1026 of the Revised Limited Liability Company Act of the State of Florida and the governing documents of the constituent entities.

THIRD: That the name of the surviving entity of the merger is MHC Scenic, L.P. ("Surviving Partnership").

FOURTH: That the Certificate of Formation of the Surviving Partnership as constituted at the effective time of the merger shall thereafter be the Certificate of Formation of the Surviving Partnership. A copy of the Certificate of Formation of the Surviving Partnership is attached hereto as Exhibit A.

FIFTH: That this Certificate of Merger shall be effective on December 30, 2020.

SIXTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Partnership. The address of the principal place of business of the Surviving Partnership is Two North Riverside Plaza, Suite 800, Chicago, Illinois 60606.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Partnership, on request and without cost, to any member of the constituent limited liability company.

EIGHTTH: The Florida Department of State may send any process served on the Department to the Registered Agent of the Surviving Partnership at CT Corporation, 1200 South Pine Island Road, Plantation, FL 33324.

NINTH: No members of Scenic MHP, L.L.C. have appraisal rights under the provisions of Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by its authorized officer this 17th day of December, 2020.

MHC SCENIC, L.P.
a Delaware limited partnership

By: MHC Scenic GP, L.L.C.,
a Delaware limited liability company
Its: General Partner

By: Marie Conroy
Name: Marie Conroy
Title: Senior Vice President

SCENIC MHP, L.L.C.
a Delaware limited liability company

By: Marie Conroy
Name: Marie Conroy
Title: Senior Vice President