

Division AUG. 1, 2012 8:59AM

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TRENAM, KEMKER

00269

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
BRP Asset Management, LLC

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AUG. 1. 2012 8:59AM

TRENAM KEMKER

NO. 3269 P. 2

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**ARTICLES OF ORGANIZATION
OF
BRP ASSET MANAGEMENT, LLC**

The undersigned hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

BRP Asset Management, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

1901 Sixth Avenue North – 19th Floor
Birmingham, Alabama 35203

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 1201 Hays Street, Tallahassee, Florida 32310, and the initial registered agent of the Company at such office shall be Corporation Service Company. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement

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of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Amendment of the Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

ARTICLE VI

Initial Manager

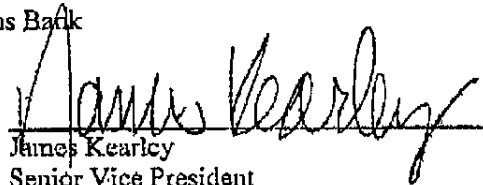
The names and street addresses of the initial manager of the Company shall be:

Regions Bank	1901 Sixth Avenue North
	19th Floor
	Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes herein stated.

Regions Bank

By:


James Kearley
Senior Vice President
Regions Bank, member

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TRENAM KEMKER

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BRP ASSET MANAGEMENT, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position registered agent under the law of the State of Florida.

DATED, this 30 day of July, 2012.

Corporation Service Company

By: Rosemarie Gagliardino

Rosemarie Gagliardino
Assistant VP

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