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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
BAYROCK NAPLES-COLLIER EXCHANGE, LLC**

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
BAYROCK NAPLES-COLLIER EXCHANGE, LLC**

The undersigned, acting as the Manager of BAYROCK COCONUT CREEK EXCHANGE II, LLC hereby adopts the following Amended and Restated Articles of Organization pursuant to §608.411 of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes ("Act"), for the purpose of amending and restating the Articles of Organization of the company filed with the Florida Department of State on September 12, 2012:

**ARTICLE I - NAME**

The name of this limited liability company is:

BAYROCK COCONUT CREEK EXCHANGE II, LLC

**ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE**

The existence of the company commenced on September 12, 2012, and the existence of the company shall be perpetual.

**ARTICLE III - PURPOSE**

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the registered office of the company is 1819 Main Street, Suite 610, Sarasota, Florida 34236, and the name of the company's initial registered agent at that address is JOHN M. COMPTON.

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#### ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 3333 Clark Road, #100, Sarasota, Florida 34231.

#### ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved in accordance with such terms and conditions as shall be set forth in the Company's operating agreement.

#### ARTICLE VII - MANAGEMENT BY MANAGER

The business of the company shall be managed by one or more managers in accordance with the terms and conditions set forth in the company's regulations and the name and address of the current manager of the company shall be as follows:

Brent J. Myers  
3333 Clark Road, #100  
Sarasota, Florida 34231

#### ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

#### ARTICLE IX - AUTHORIZATION

These Amended and Restated Articles were duly authorized by the sole member and Manager of the company in accordance with the company's regulations and as authorized by the Act.

ARTICLE X - TERMINATION OF A MEMBERSHIP INTEREST

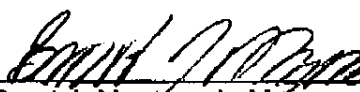
The company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: April 23, 2013.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
Brent J. Myers, sole Manager

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**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That BAYROCK COCONUT CREEK EXCHANGE II, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, Florida 34231, has named JOHN M. COMPTON as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for BAYROCK COCONUT CREEK EXCHANGE II, LLC at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: April 23, 2013.

  
John M. Compton

TALLAHASSEE, FLORIDA

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