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August 27, 2014

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: NAVY BOULEVARD WAREHOUSE, LLC

Ladies and Gentlemen:

Enclosed please find the Amendment to Articles of Organization of Navy Boulevard Warehouse, LLC, to be filed with the Secretary of State. Also enclosed is my check in the amount of \$25.00 for the filing fee of the Amendment. Please do not hesitate to contact me should you have any questions or concerns regarding the foregoing. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink that reads "Jessica D. Gibson". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Jessica D. Gibson
Legal Administrative Assistant to Peter L. Dame

jdg//
Enclosures

akerman.com

AMENDMENT TO ARTICLES OF ORGANIZATION
OF
NAVY BOULEVARD WAREHOUSE, LLC.

The Articles of Organization of Navy Boulevard Warehouse, LLC. (the "Company"), Articles of Organization filed November 26, 2012 (the "Articles"), are hereby amended pursuant to Florida Statutes, Chapter 605, as follows:

1. Article I is amended to change the Company's principal address to: 4918 Prince Edward Road, Jacksonville, Florida 32210.
2. Article II, Paragraph numbered 1. and 2. of the Articles are deleted and the following is substituted therefor:
 1. To develop and hold senior living projects.
 2. In general, to carry on any and all businesses incidental to the purpose set forth in 1 and to have and to exercise in connection therewith all powers conferred by the laws of the State of Florida and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. Article IV of the Articles is amended to provide that (i) the manager of the Company shall be: Matthew W. Weaver, 4918 Prince Edward Road, Jacksonville, Florida, 32210, and (ii) the manager shall act at the direction of the members having a majority of the membership interests in the Company.
4. Article V, first paragraph, second sentence of the Articles is amended to read as follows:

A member's interest in the limited liability company may be sold or otherwise transferred without the consent of the other members or other restriction.

5. Article V, paragraphs (a) and (b) of the Articles are amended, and a new paragraph (c) is added, to read as follows:

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The members shall be entitled to distributive shares of the profits in proportion to their membership interests, unless otherwise agreed in writing by the members.

(b) Losses. All losses that occur in the operation of the limited liability company shall be paid out of the capital of the limited liability company and the current profits of the business. No member shall be required or obligated to contribute additional capital or other funds in the event such sources are insufficient.


(c) Expense Limitation. The limited liability company shall not incur expenses in excess of \$5,000 in any year without the approval of all of the members.

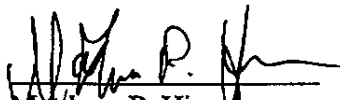
6. Article IX is amended to provide that the registered agent of the Company shall be:

Matthew W. Weaver
4918 Prince Edward Road
Jacksonville, Florida 32210

The foregoing amendments to the Articles of Organization of Navy Boulevard Warehouse, LLC. were approved by unanimous written consent of the members thereof dated July __, 2014.

IN WITNESS WHEREOF, the undersigned members of the Company have executed this amendment on July __, 2014.



Matthew W. Weaver


Matthew P. Hinson

STATEMENT OF REGISTERED AGENT

The street address of the initial registered office in the State of Florida is 4918 Prince Edward Road, Jacksonville, Florida 32210. The name of the registered agent at such address is Matthew A. Weaver.

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's 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 his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, Florida Statutes.


Matthew W. Weaver

**MEMBERS' ACTION BY UNANIMOUS WRITTEN CONSENT
OF
NAVY BOULEVARD WAREHOUSE, LLC**

The undersigned, being all the members of NAVY BOULEVARD WAREHOUSE, LLC, a Florida limited liability company (the "Company"), do hereby affirmatively vote for, consent to, adopt, and approve the following resolutions:

RESOLVED, that the Company be, and it hereby is, authorized to issue membership interests to the persons listed below, such membership interests to represent the stated percentage interests of the Company:

Matthew W. Weaver	74%
Matthew P. Hinson	26%

FURTHER RESOLVED, that William A. Hinson shall no longer be a member of the Company and is dissociated from the Company; and

FURTHER RESOLVED, that the members desire to amend the Articles of Organization of the of the Company in accordance with the amendment attached hereto, as executed by the members, and such amendment is hereby approved and that a copy is to be filed with the State of Florida and inserted in the record book of the Company.

This Consent shall be effective as of the __ day of July, 2014.

Existing Sole Member, consenting and approving as to the RESOLVED and first FURTHER RESOLVED paragraph above:




William A. Hinson

New Members, accepting such membership interests and consenting and approving as to the first and second FURTHER RESOLVED paragraphs above:



Matthew W. Weaver



Matthew P. Hinson