

Division of Corporations

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.

BBX Residential Victoria Park, LLC

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**ARTICLES OF ORGANIZATION
OF
BBX RESIDENTIAL VICTORIA PARK, LLC,
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 605 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.** The name of the Limited Liability Company is: BBX RESIDENTIAL VICTORIA PARK, LLC (the "Company").

2. **MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE.** The mailing and street address for the principal office of the Company is: c/o Seth Wise, 401 East Las Olas Boulevard, Suite 800, Fort Lauderdale, FL 33301.

3. **REGISTERED AGENT.** The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Seth Wise, 401 East Las Olas Boulevard, Suite 800, Fort Lauderdale, FL 33301.

4. **MANAGEMENT.** Initially, the business of the Company shall be managed by its initial Member: Seth Wise, having a mailing address of: 401 East Las Olas Boulevard, Suite 800, Fort Lauderdale, FL 33301; provided, that the Company may determine, from time to time, to become manager managed and may change the manager from time to time and the Company reserves the right to update such information through its annual report filings, amendments to the Company's operating agreement, or as otherwise provided by applicable law.

5. **DURATION.** The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall exist perpetually, unless sooner dissolved in accordance with the Operating Agreement of the Limited Liability Company or Florida law.

[SIGNATURE APPEARS ON NEXT PAGE]

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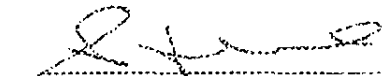
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0013, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY NAMED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: BBX RESIDENTIAL VICTORIA PARK, LLC.
2. The name and address of the registered agent and office is:

Seth Wise
401 East Las Olas Boulevard
Suite 800
Fort Lauderdale, FL 33301

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.


Seth Wise, Registered Agent

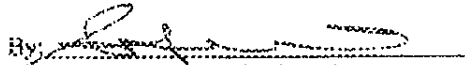
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The undersigned has executed these Articles of Organization on the 18 day of December, 2013.

BBX RESIDENTIAL VICTORIA PARK, LLC, a
Florida limited liability company

By: 
Seth Wise, Authorized Signatory

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