

L14000015718

Florida Department of State
Division of Corporations
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RESIDENTIAL EQUITY HOLDINGS, LLC**

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Amended and Restated
ARTICLES OF ORGANIZATION
of
RESIDENTIAL CAPITAL GROUP, LLC

These Amended and Restated Articles of Organization are adopted by unanimous consent thereto by all Members of the Company for the purpose of amending and restating the Articles of Organization of Residential Equity Holdings, LLC, as filed with the Florida Department of State on 28 January 2014 (Document No. L14000015718), as follows:

ARTICLE ONE: NAME

The name of the Company is Residential Capital Group, LLC.

ARTICLE TWO: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Company shall be located at 7321 Merchant Court, Sarasota, FL 34240, and its mailing address shall be the same as its principal office address, until and unless such principal office location or mailing address is subsequently changed by the Company. The Company may also establish and maintain any other locations or mailing addresses as is determined by the Company to be appropriate.

ARTICLE THREE: COMMENCEMENT AND DURATION

The Company commenced its existence on 28 January 2014 and it shall exist perpetually thereafter.

ARTICLE FOUR: OPERATING AGREEMENT

The Company shall adopt an Operating Agreement by affirmative unanimous vote or consent of all the Members of the Company, which may thereafter be amended or repealed only upon the same affirmative unanimous vote or consent. The Operating Agreement must be in writing and shall be signed by all Members, establishing their consent thereto.

Fax Audit No:
H14000029003 3

Fax Audit No:
H14000029003 3

ARTICLE FIVE: MEMBERSHIP

The initial Members of the Company are those one or more persons or entities joining in execution of the Operating Agreement, each such Member having the percentage, proportion, or share specified therein, referred to as the Membership Interest. The initial Members authorize the undersigned signatory of these Articles of Organization to submit the same for filing with the Florida Department of State, as their authorized representative.

Additional Members shall be admitted to the Company only in accordance with the Operating Agreement. No Membership Interest may be transferred and no additional Members shall be admitted to the Company except as specifically set forth in the Operating Agreement and in strict compliance therewith.

Unless otherwise specified in the Operating Agreement, decisions to be made or actions to be undertaken by the Members shall be made or undertaken by absolute majority vote therefor or consent thereto of the Membership Interests, not by a majority in number of the Members themselves. For this and all other voting or consent determinations, each Membership Interest shall be calculated as a percentage of the whole and each Member shall have the right to the number of votes equal to that percentage.

The remaining Members shall have the right to continue the business of the Company upon the death, disability, retirement, resignation, withdrawal, 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 SIX: MANAGEMENT

The Company shall be a manager-managed Company and it shall be managed by one or more Managers appointed by the Members in accordance with the Operating Agreement. Until such time as one or more successor Managers are appointed by the Members, there shall be one Manager of the Company and that Manager is Bradley C. Good, whose address is 7321 Merchant Court, Sarasota, FL 34240.

Fax Audit No:
H14000029003 3

FEELDMAN & ROBACK, ATTORNEYS AT LAW, 3908 - 28TH STREET WEST, BRADENTON, FLORIDA 34205, TELEPHONE (941) 758-8888

2014 FEB -5 AM 10:14

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Fax Audit No:
H14000029003 3

ARTICLE SEVEN: REGISTERED OFFICE AND AGENT

The Registered Office of the Company is at 3908 26th St W, Bradenton, FL 34205, and the Registered Agent at that address is Agency Agents, LLC, a Florida limited liability company. The Company may subsequently change either or both the Registered Office and Registered Agent from time-to-time hereafter.

ARTICLE EIGHT: INDEMNIFICATION

The Company may indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable law and the Operating Agreement.

ARTICLE NINE: AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only upon the affirmative unanimous vote or consent thereto of all the Members.

In Witness Whereof, these Amended and Restated Articles of Organization are executed on 28 January 2014 by Marc H. Feldman, as authorized representative for the Member or Members of the Company.



Marc H. Feldman

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H14000029003 3

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ACCEPTANCE OF APPOINTMENT
as
REGISTERED AGENT

Agency Agents, LLC, a Florida limited liability company, hereby accepts its appointment as Registered Agent for Residential Capital Group, LLC, a Florida limited liability company, and will maintain the Registered Office of the Company in Manatee County, Florida, at 3908 26th St W, Bradenton, FL 34205.

Agency Agents, LLC, is familiar with and accepts the obligations imposed upon it as Registered Agent under Florida law.

Dated: 28 January 2014.



Agency Agents, LLC,
a Florida limited liability company,

by:

Marc H. Feldman, Manager

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