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SUNGATE CAPITAL FUNDING 3, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SUNGATE CAPITAL FUNDING 3, LLC**

Pursuant to the provisions of the Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Act"), this document amends and restates the Articles of Organization of **SUNGATE CAPITAL FUNDING 3, LLC**, a Florida limited liability company, which were filed with the Florida Department of State on March 10, 2015, to read as follows:

ARTICLE I - NAME

The name of the limited liability company is: **SUNGATE CAPITAL FUNDING 3, LLC** (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is c/o the Edward E. Haddock, Jr. Family Foundation, 3300 University Blvd., Suite 218, Winter Park, Florida 32792.

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the registered agent is: 3300 University Blvd., Suite 218, Winter Park, Florida 32792, and the name of the registered agent of the Company at that address is Haddock Professional Association.

ARTICLE IV - MANAGEMENT

The Company is manager-managed and will be managed by one or more managers in accordance with the terms of its Operating Agreement. The name of the current manager is the Edward E. Haddock, Jr. Family Foundation.

ARTICLE V - PURPOSE

The Company is organized exclusively for the purpose of supporting its sole member, the Edward E. Haddock, Jr. Family Foundation (the "Member Foundation") in carrying out its purpose to benefit religious, scientific, literary, educational or other charitable organizations and to further religious, scientific, literary, educational or other charitable purposes, as set forth in Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (the "Code"), including, for such

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purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and to engage in any lawful act or activity for which a corporation may be organized under Section 101 of the General Corporation Law of the State of Delaware ("GCL") and the Florida Not-for-Profit Corporation Act ("FNPCA").

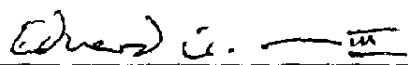
The further purpose of the Company is to acquire and manage assets for the benefit of the Member Foundations as Program Related Investments as defined in Section 4944(c) of the Internal Revenue Code and related Treasury Regulations.

In furtherance thereof, the Company shall also support the Member Foundations in their purposes of receiving property by gift, devise or bequest, and applying the income and principal thereof, as the Board of Directors of the Member Foundations may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engaging in any lawful activity for which corporations may be organized under the GCL and FNPCA.

In carrying out such purposes, the Company may engage in any lawful activity permitted to limited liability companies by the Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Act").

IN WITNESS WHEREOF, the undersigned authorized representative of the Member Foundations of the Company has duly executed these Amended and Restated Articles of Organization on this 18th day of March, 2015.

EDWARD E. HADDOCK, JR., FAMILY
FOUNDATION


BY: Edward E. Haddock, III
ITS: President

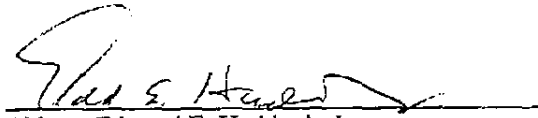
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in this certificate, 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 relating 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, Florida Statutes.

**HADDOCK PROFESSIONAL
ASSOCIATION**



BY: Edward E. Haddock, Jr.

ITS: President

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