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To:

Division of Corporations
Fax Number : (850) 617-6383

From: Rosa Wong, Paralegal

Account Name : AKERMAN LLP - MIAMI
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: andrew.pompa@akerman.com

FLORIDA LIMITED LIABILITY CO. BCC RETAIL HOLDCO LLC

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$160.00

APR 27 2015
5:00 PM

**ARTICLES OF ORGANIZATION
OF
BCC RETAIL HOLDCO LLC**

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is:

BCC RETAIL HOLDCO LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company are:

501 Brickell Key Drive
Suite 600
Miami, Florida 33131

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Company's initial registered agent are:

Dalia Pearson
501 Brickell Key Drive
Suite 600
Miami, Florida 33131

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The name and address of the manager authorized to manage and control the limited liability company are as follows:

Title:
MGR

Name and Address:
Swire Properties One LLC, a Florida limited liability company
501 Brickell Key Drive
Suite 600
Miami, Florida 33131

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HALLAND BEACH, FLORIDA

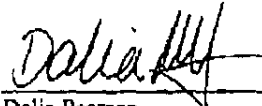
04-24-2015 12:32AM FROM-AKERMAN LLP

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of April 24, 2015.

By: 
Name: Dalia Pearson
Title: Authorized Representative

[Registered Agent signature on following page.]

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HALL COUNTY FLORIDA

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **BCC RETAIL HOLDCO LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

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 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of April 24, 2015.


Dalia Pearson, Registered Agent

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