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 CPC WACO II, LLC**

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 31, 2016

CPC WACO II, LLC
800 VANDERBILT BEACH ROAD
NAPLES, FL 34103

SUBJECT: CPC WACO II, LLC
REF: L15000072955

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Jenna D Harris
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

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Execution Version

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CPC WACO II, LLC

Retail Portfolio (BLOCKER) JVCo LP, a Delaware limited partnership, being the sole member of CPC Waco II, LLC, a limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, pursuant to its Articles of Organization originally filed with the Secretary of State of the State of Florida on April 24, 2015, and presently named CPC Waco II, LLC, hereby adopts the following Amended and Restated Articles of Organization:

ARTICLE I — NAME:

The name of the limited liability company is CPC Waco II, LLC (the "Company").

ARTICLE II — ADDRESS:

The mailing address and street address of the Company's principal office is:

800 Vanderbilt Beach Road
Naples, Florida 34108

ARTICLE III – CONTINUATION OF LIMITED LIABILITY COMPANY:

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE IV – REGISTERED AGENT AND OFFICE:

The name and street address of the Company's initial registered agent for service of process in the state is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

#38001663_v1

Prepared by Stacy Byrd
Florida Bar No. 111400
Holland & Knight LLP

50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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ARTICLE V – MANAGEMENT AND AUTHORITY

The Company shall be a member-managed company. Pursuant to Section 605.0407, Florida Statutes, every member of the Company shall be an agent of the Company solely by virtue of being a member, and every member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

[Signature Page Next Page]

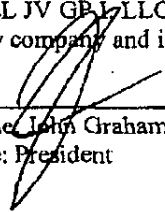
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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 9th day of May, 2016.

Retail Portfolio (BLOCKER) JVCo LP, a Delaware limited partnership

By: GLL JV GP I, LLC, a Delaware limited liability company and its General Partner

By: 
Name: John Graham
Title: President

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Holland & Knight

Tel (904) 353-2000
Fax (904)358-1872

Holland & Knight LLP
50 North Laura Street
Suite 3900
Jacksonville, FL 32202
www.hklaw.com

TO:

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Div of Corporations	FL SOS (LLC)	(850) 617-6383

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