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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
VE BROOKDALE HOUSTON, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
VE BROOKDALE HOUSTON, LLC**

The undersigned person, acting as the organizer of VE BROOKDALE HOUSTON, LLC, under the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is:

VE BROOKDALE HOUSTON, LLC

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 1819 Main Street, Sarasota, FL 34236, and the name of the company's initial registered agent at that address is John M. Compton.

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ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is
6960 Professional Parkway East, Sarasota, FL 34240.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of all of the then-existing members and upon such terms and conditions as shall be set forth in its Operating Agreement.

ARTICLE VII - MANAGEMENT BY MANAGER

The company shall be managed by one or more managers in accordance with the terms and conditions contained in the company's operating agreement. The name and address of the initial manager shall be:

Vesta Equity, LLC
6960 Professional Parkway East
Sarasota, FL 34240

ARTICLE VIII - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members and shall be as prescribed by the Florida Secretary of State.

DATED: 11/2, 2015.



John M. Compton, authorized
representative of Member

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 605.113, Florida Statutes, the following is submitted:

That VE BROOKDALE HOUSTON, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Sarasota, FL 34236, has named John M. Compton as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for VE BROOKDALE HOUSTON, LLC at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 605.113, Florida Statutes.

DATE: 11/2, 2015.



John M. Compton

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