

Division of Corporations

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
SHOPPES ON WATERS LLC**

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
SHOPPES ON WATERS LLC
a Florida limited liability company

THESE AMENDED AND RESTATED ARTICLES OF ORGANIZATION (the "Amended and Restated Articles") of Shoppes on Waters LLC, a Florida limited liability company (the "Company"), are submitted in accordance with the 605.0202 of the Florida Revised Limited Liability Company Act (the "Act") for purposes of amending and restating the Articles of Organization of the Company in their entirety. From and after the date of filing hereof, the Amended and Restated Articles of the Company shall be as set forth in paragraph SECOND below.

FIRST: The information required by Section 605.0202 of the Act is as follows:

- (i) The present name of the limited liability company is "SHOPPES ON WATERS LLC."
- (ii) The original Articles of Organization of the Company were accepted for filing on and dated effective as of November 16, 2015.
- (iii) These Amended and Restated Articles will take effect at the time and date on which they are accepted for filing by the Florida Department of State.
- (iv) These Amended and Restated Articles have been duly executed and are being filed in accordance with Section 605.0202 of the Act.

SECOND: The Amended and Restated Articles of the Company are as follows:

ARTICLE I
NAME

The name of the limited liability company is "SHOPPES ON WATERS LLC" (the "Company").

ARTICLE II
MAILING AND STREET ADDRESS

The mailing and street address of the initial principal office of the Company is as follows:

3662 Avalon Park E. Blvd., Suite 201
Orlando, Florida 32828

ARTICLE III
REGISTERED AGENT

The name and address of the initial registered agent of the Company are as follows:

Watson Sloane Johnson PLLC
100 S. Orange Avenue, Suite 1000
Orlando, Florida 32801

ARTICLE IV MANAGEMENT

The Company shall be a manager-managed limited liability company within the meaning of the LLC Act and shall be governed by a written operating agreement entered into between and among its members (as amended from time to time, the "*Operating Agreement*"). The Operating Agreement may not be amended except as expressly provided in the Operating Agreement. The number of managers ("*Managers*") shall be determined as provided in the Operating Agreement and the Managers shall have the powers, duties and authority set forth in the LLC Act, subject to any express limitations contained in the Operating Agreement. The Managers shall be elected, removed and replaced from time to time in accordance with the Operating Agreement. The name and address of the initial Manager of the Company is as follows:

Frank Silverman
3662 Avalon Park E. Blvd., Suite 201
Orlando, Florida 32828

ARTICLE V EFFECTIVE DATE

The effective date of these Amended and Restated Articles shall be the date on which they are accepted for filing by the Florida Department of State.

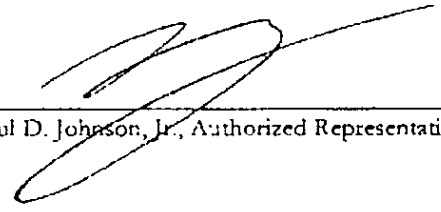
ARTICLE VI RESTRICTIONS ON TRANSFER; ADMISSION OF ADDITIONAL OR SUBSTITUTE MEMBERS

Among other things, the Operating Agreement restricts the sale, transfer, pledge, hypothecation, exchange, assignment or other disposition by any means, including but not limited to those which are voluntary, involuntary, by operation of law, by the laws of descent and distribution, or otherwise (each, a "*Transfer*"), of the limited liability company membership interests in the Company. Any such Transfer shall be void *ab initio* unless made in strict compliance with the terms and conditions of the Operating Agreement. In addition, no person or entity shall be admitted as a member of the Company, whether in substitution for another member or as an additional member, except in accordance with the Operating Agreement.

ARTICLE VII AMENDMENTS

These Articles may not be amended except as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned Authorized Representative has submitted these Articles for the purpose of forming the Company as a Florida limited liability company and hereby affirms that the Company has or will have at least one member as of the time these Articles become effective under the LLC Act.



Paul D. Johnson, Jr., Authorized Representative

ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of designation as registered agent for the Company:

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby 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 is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605 of the Florida Statutes.

WATSON SLOANE JOHNSON PLLC

By: 

Name: Paul D. Johnson, Jr.

Title: Manager

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