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Division of Corporations

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US 2036 JS

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
SDO FUND II D32, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

OF

SDO FUND II D32, LLC
(a Florida Limited Liability Company)

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1. Name. The name of the limited liability company is "**SDO FUND II D32, LLC**", a limited liability company formed under the laws of the State of Florida (the "**Company**").

2. Date of Filing of Articles of Organization. The Articles of Organization of the Company were filed with the Florida Department of State on December 7, 2015, and were amended by Articles of Amendment to Articles of Organization of the Company filed with the Florida Department of State on June 23, 2016. The Articles of Organization, as so amended, are referred to herein as the "**Existing Articles of Organization**."

3. Amendment and Restatement of Existing Articles of Organization. These Amended and Restated Articles of Organization of the Company (referred to herein as the "**Restated Articles**" or the "**Restatement of Articles of Organization**") amend and restate in their entirety the Existing Articles of Organization.

4. Mailing Address and Street Address. The Company's mailing address and street address in the State of Florida are as follows:

2600 S. Douglas Road, Suite 901
Coral Gables, FL 33134

5. Registered Address and Agent. The address of the Company's registered office, and the name of the Company's Registered Agent at such office, in the State of Florida are as follows:

2600 S. Douglas Road, Suite 901
Coral Gables, FL 33134

The name of the Company's Registered Agent at the foregoing address is Larry J. Harris.

6. Management. The Company shall be a manager-managed limited liability company; provided, however, that through an amendment to these Restated Articles, or through the Company's operating agreement as may be in effect from time to time (the "**Operating Agreement**"), the Members of the Company may elect to convert the Company to a member-managed limited liability company.

As of the date of execution hereof, **H & P Capital Management II, LLC**, a Delaware limited liability company, is the sole manager of the Company.

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7. Membership Interests. As of the date of execution hereof, the authorized equity capital interests of the Company consist of a single class of limited liability company membership interests. Through an amendment to these Restated Articles, or pursuant to the Company's Operating Agreement, the member(s) of the Company may provide for the future creation of new or additional classes or series of limited liability company membership interests having such relative rights, powers, entitlements, preferences, and duties as the member(s) may determine, including, without limitation, rights, powers, entitlements and preferences senior to the initial class or then-existing classes of membership interests.

8. Duration. The Company shall not have a specific effective date of dissolution, and its existence shall be perpetual in accordance with the terms and conditions of the Company's Operating Agreement and applicable Florida law.

9. Effectiveness. These Articles shall be effective as of the date filed with and accepted for filing by the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned have duly executed this Restatement of Articles of Organization of and for SDO FUND II D32, LLC on this 30 day of September, 2016.

SDO FUND II D32, LLC,
(a Florida limited liability company)

By: H & P CAPITAL MANAGEMENT II, LLC
Its Manager

By: Larry J. Harris
Larry J. Harris
Its Manager, President and Chief Executive Officer

SECURED DEBT OPPORTUNITY FUND II, LLC
(a Delaware limited liability company)

By: H & P CAPITAL MANAGEMENT II, LLC
Its Manager

By: Larry J. Harris
Larry J. Harris
Its Manager, President and Chief Executive Officer

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for SDO FUND II D32, LLC, a Florida limited liability company, at the place designated in Section 2 of the foregoing 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 the position as Registered Agent as provided for in Chapter 605, Florida Statutes.

By:

Larry J. Harris

Print: Larry J. Harris

Dated:

9/30/16

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