

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L16000024741
FILED 8:00 AM
February 04, 2016
Sec. Of State
jshivers

Article I

The name of the Limited Liability Company is:

PALMS AT CORTEZ, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

822 A1A N. HIGHWAY
SUITE 310
PONTE VEDRA, FL. US 32082

The mailing address of the Limited Liability Company is:

822 A1A N. HIGHWAY
SUITE 310
PONTE VEDRA, FL. US 32082

Article III

The name and Florida street address of the registered agent is:

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL. 33324

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: TERENCE HARDLEY, ASSISTANT SECRETARY

Article IV

The name and address of person(s) authorized to manage LLC:

Title: MGR
ASIA CAPITAL REAL ESTATE PARTNERS II, LP
822 A1A N. HIGHWAY, SUITE 310
PONTE VEDRA, FL. 32082 US

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Signature of member or an authorized representative

Electronic Signature: AL B. HILL, ESQ.

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.