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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
HERITAGE VIII HOLDINGS, LLC**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
HERITAGE VIII HOLDINGS, LLC

1. The Name of the limited liability company is: Heritage VIII Holdings, LLC (the "Company").

2. The date of filing of the Articles of Organization of the Company was May 20, 2016, and assigned document number L16000097945.

3. The Company amends its Articles of Organization by amending Article V to clarify that Cool-de-sac, LLC has limited rights as a Manager of the Company. Accordingly, the following is added to the end of Article V of the Company's Articles of Organization (as amended):

"Cool-de-Sac, LLC, in its capacity as a Manager, has the right to approve and vote on the following actions and only the following actions: (i) any direct or indirect change in ownership structure of the Company (except as permitted the Company's Operating Agreement as long as the obligations of the transferee are assumed by the transferor); (ii) any non-arm's length transaction involving the Company; (iii) any distribution of payment to any member or its affiliate by the Company other than certain tax distributions; (iv) any refinancing which does not result in the Net Refinancing Proceeds (as defined in the Company's Operating Agreement) being paid to Cool-de-sac, LLC, Go Pesce, LLC, the Alligood Family Trust and Briatie Investments, LLC; (v) any sale, transfer, encumbrance or other disposition of real property owned by the Company which does not result in the Net Sale Proceeds (as defined in the Company's Operating Agreement) being paid to Cool-de-sac, LLC, Go Pesce, LLC, the Alligood Family Trust and Briatie Investments, LLC; (vi) any purchase of real estate assets by the Company; (vii) any change in managers of the Company; and (viii) any amendment to the foregoing."

4. Except as amended hereby, the Articles of Organization shall remain in full force and effect.

These Articles of Amendment to the Articles of Organization were approved by the Members and the Managers of the Company on January 1, 2018. The number of votes cast in favor of this Amendment was sufficient for approval.

The undersigned, being the President of the Company, hereby submits this Amendment on behalf of the Company.

Dated: January 1, 2018

By:

Steven M. Kalys, President