

2016/08/08 09:47:20 3 /7

Division of Corporations

Page 1 of 2

L16000114731

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000193035 3)))



H160001930353ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : AKERMAN LLP - ORLANDO
Account Number : 076656002425
Phone : (407) 423-4000
Fax Number : (407) 843-6610

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address:

RHaley@picerneFL.com

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
THE OASIS AT HIGHWOOD'S PRESERVE GP, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$25.00

AUG 09 2016

S. YOUNG

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
16 JUL -8 AM 9:29

2016 AUG -8 AM 9:50

TALLAHASSEE, FLORIDA

N16000193035 3

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
THE OASIS AT HIGHWOODS PRESERVE GP, LLC

The undersigned hereby submits these Amended and Restated Articles of Organization (the "*Articles of Organization*") for The Oasis at Highwoods Preserve GP, LLC (the "*Company*"), under the Florida Revised Limited Liability Company Act, Chapter 605, *Florida Statutes*.

These Articles of Organization amend and restate in the entirety the articles of organization originally filed by the Company on June 15, 2016 (the "*Original Articles*").

ARTICLE I - Name

The name of the liability company as originally filed under the Original Articles was The Oasis at Highwood's Preserve GP, LLC (the word "Highwood's" initially with an apostrophe).

The name of the limited liability company is The Oasis at Highwoods Preserve GP, LLC.

ARTICLE II - Address

The mailing and street address of the principal office of the Company is 247 North Westmonte Drive, Altamonte Springs, Florida 32714.

ARTICLE III - Duration

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of a written operating agreement of the Company, as the same may be amended from time to time (the "*Operating Agreement*").

ARTICLE IV - Management

The Company shall be manager-managed, elected as described in the Operating Agreement. The initial manager of the Company shall be Robert M. Picerne. The Company may also have such officers as may be appointed in these Articles of Organization or as may be otherwise appointed by the manager pursuant to the terms of the Operating Agreement. The initial officers of the Company are as follows:

Robert M. Picerne - President
Richard R. Haley - Executive Vice President
Edward L. Wernecke - Executive Vice President

Unless a Statement of Denial has been filed by the Company, the above officers shall be authorized to legally bind the Company, and such authority shall be in addition to the signatory authority granted to the manager under the Operating Agreement or otherwise by operation of law, and the signature of either the manager or any officer designated above shall be sufficient to bind the Company, provided, however, that neither the manager nor any officer may take any of the following acts without the specific written consent of all the then-existing member(s) of the Company:

N16000193035 3

16 JUL -8 AM 9:25

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N16000193035 3

- a. do any act which would make it impossible to carry on the ordinary business of the Company or the ordinary business of any subsidiary of the Company;
- b. confess a judgment against the Company or any subsidiary of the Company, or otherwise settle or compromise any litigation or other adversarial proceeding involving the Company or any subsidiary of the Company;
- c. execute or deliver any general assignment for the benefit of the creditors of the Company or the creditors of any subsidiary of the Company;
- d. assign rights in specific Company property (or any property of a subsidiary of the Company) for other than a Company (or subsidiary, as applicable) purpose;
- e. sell all or substantially all of the assets of the Company or cause the Company to merge with another entity, or sell all or substantially all of the assets of a subsidiary of the Company or cause a subsidiary of the Company to merge with another entity;
- f. enter into or amend any contracts between the Company or a subsidiary of the Company on one hand, and any affiliate of a manager on the other hand;
- g. enter into any capital transactions on behalf of a subsidiary;
- h. enter into any contract or bind the Company to any debt, obligation, or liability that obligates the Company to spend in excess of \$50,000, or that may not be terminated at the will of Company on thirty (30) days or less notice;
- i. encumber, pledge, or allow a lien to be created against any assets of the Company or against any assets of any subsidiary of the Company.

ARTICLE V – Admission of Additional Members

The Company shall admit new members only upon the unanimous written consent of all the then-existing member(s) of the Company.

ARTICLE VI – Adoption of Operating Agreement

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

ARTICLE VII - Registered Agent and Office

The name and Florida street address of the initial registered agent of the Company is NRAI Services, Inc., at 1200 South Pine Island Road, Plantation, FL 33324.

ARTICLE VIII - Amendments

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by a writing executed by the manager of the Company.

[Remainder of page intentionally left blank; execution page follows.]

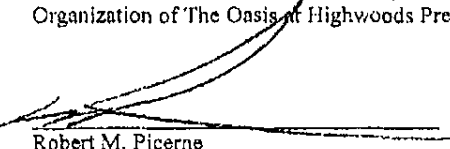
N16000193035 3

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUL - 8 AM 9:29

2016/08/08 09:47:20 6 /7

N16000193035 3

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization of The Oasis at Highwoods Preserve GP, LLC, as of the 4th day of August, 2016.


Robert M. Picerno
Authorized Representative

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
16 JUL -8 AM 9:29

{38378060:1}

N16000193035 3

2016/08/08 09:47:20 7 /7

N16000193035 3

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **THE OASIS AT HIGHWOODS PRESERVE GP, LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

1. The name of the limited liability company is: **THE OASIS AT HIGHWOODS PRESERVE GP, LLC.**
2. The name and address of the registered agent and office is:

NRAI Services, Inc.
1200 S. Pine Island Rd.
Plantation, FL 33324

Having been named as registered agent for Company, and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned 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 the undersigned is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Acceptance this 8th day of August, 2016.

NRAI Services, Inc.

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary

16 JUL -8 AM 9:29

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N16000193035 3