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FLORIDA DEPARTMENT OF STATE
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FLORIDA LIMITED LIABILITY CO.
BBX MERGER SUBSIDIARY LLC

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**ARTICLES OF ORGANIZATION OF
BBX MERGER SUBSIDIARY LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes Chapter 605, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is BBX Merger Subsidiary LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 401 East Las Olas Boulevard, Suite 800, Fort Lauderdale, Florida 33301.

ARTICLE III - DURATION

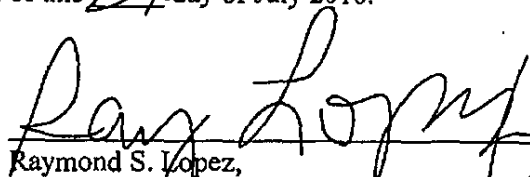
The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent and the registered office of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Eric Solomon	Stearns Weaver Miller Weissler Alhadeff & Sitterson, PA Museum Tower 150 West Flagler Street, Suite 2200 Miami, FL 33130

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes as of this 26 day of July 2016.


Raymond S. Lopez,
Executive Vice President, Chief Financial
Officer and Authorized Representative of BFC
Financial Corporation, the Company's sole
member

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for BBX Merger Subsidiary LLC 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 his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, Florida Statutes.

Dated: July 26, 2016


Eric Solomon, Registered Agent