

8/11/2016

Division of Corporations

## Florida Department of State

Division of Corporations  
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BROOKS REAL ESTATE ASSETS, LLC

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**ARTICLES OF ORGANIZATION  
OF  
BROOKS REAL ESTATE ASSETS, LLC**

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the "Company") shall be:

**BROOKS REAL ESTATE ASSETS, LLC**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and mailing address of the Company shall be:

1601 38<sup>th</sup> Avenue North  
St. Petersburg, Florida 33713-1926

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 333 3<sup>rd</sup> Avenue North, Suite 200, St. Petersburg, Florida 33701, and the initial registered agent of the Company at such office shall be Joel D. Bronstein. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE IV**

**Management**

The Company is a manager-managed limited liability company. The name and street address of the initial manager of the Company shall be:

Stephen A. Updegraff, M.D.  
1601 38<sup>th</sup> Avenue North  
St. Petersburg, Florida 33713-1926

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## ARTICLE V

### Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles of Organization or contrary to the laws of the State of Florida or of the United States.

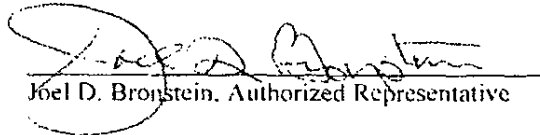
## ARTICLE VI

### Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

The undersigned, being the Authorized Representative of the Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of BROOKS REAL ESTATE ASSETS, LLC.

EXECUTED by the undersigned this 11th day of August, 2016.

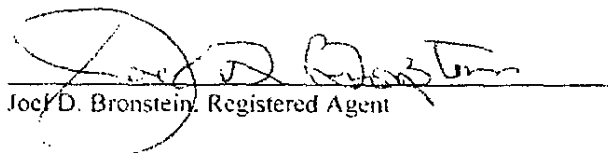
  
Joel D. Bronstein, Authorized Representative

**BROOKS REAL ESTATE ASSETS, LLC**

### **ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

**DATED** this 11th day of August, 2016.

  
Joel D. Bronstein, Registered Agent

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