

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : AKERMAN LLP - ORLANDO
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: invoice@picernefl.com

PLEASE file these articles 1st Prior to the Articles for The Oasis at West Melbourne LLC

FLORIDA LIMITED LIABILITY CO.
The Oasis at West Melbourne GP, LLC

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FLORIDA DEPARTMENT OF
 BUREAU OF COMMERCIAL
 INFORMATION SERVICES

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ARTICLES OF ORGANIZATION
OF
THE OASIS AT WEST MELBOURNE GP, LLC

The undersigned, acting as the organizer of THE OASIS AT WEST MELBOURNE GP, LLC, under the Florida Revised Limited Liability Company Act, Chapter 605, *Florida Statutes*, adopts the following Articles of Organization (the "*Articles of Organization*"):

ARTICLE I - Name

The name of the limited liability company is The Oasis at West Melbourne GP, LLC (the "*Company*").

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. Picerno. 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. Picerno - President
Richard R. Heley - 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 officers and 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 (which consent may be provided in the Company's operating agreement or other executed instrument):

- 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;

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- 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 initial registered agent for the Company shall be CT Corporation System, and the street address of the Company's initial registered office is 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 the written approval of all of the member(s) of the Company.

ARTICLE IX - Indemnification

Each individual or entity who is or was a manager or a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager or member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of members or otherwise. Any repeal or amendment of this Article by the members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business

Unless dissolved in accordance with the Company's Operating Agreement, the remaining member(s), if any, shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

[Rest of page intentionally left blank. Signature page follows.]

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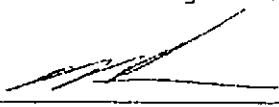
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IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization of The Oasis at West Melbourne GP, LLC and made them effective as of the date of filing the same with the Florida Secretary of State, Division of Corporations.


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.)

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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 WEST MELBOURNE 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 WEST MELBOURNE GP, LLC.
2. The name and address of the registered agent and office is:

CT Corporation System
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 12th day of October, 2017.

CT Corporation System

By: Kathryn A. Widdess
Name: Kathryn A. Widdess
Title: Asst. Secretary

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NOTARY PUBLIC
FLORIDA