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FLORIDA LIMITED LIABILITY CO. BBX Capital Real Estate Investments, LLC

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ARTICLES OF ORGANIZATION OF BBX CAPITAL REAL ESTATE INVESTMENTS, 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 Capital Real Estate Investments, 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 of the Company in the State of Florida are:

Name

Address

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.

c/o Alison W. Miller, Esq. 150 West Flagler Street, Suite 2200 Miami, Florida 33130 (((H180002798153)))

<u>ARTICLE V – MANAGEMENT</u>

The Company will be managed by a Board of Managers consisting of four members. The names and addresses of the initial members of the Board of Managers of the Company are:

Alan B. Levan 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, FL 33301 John E. Abdo 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, FL 33301

Seth M. Wise 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, FL 33301 Raymond S. Lopez 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this Atlanta of September 2018.

Alison W. Miller

Authorized Representative

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REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for BBX Capital Real Estate Investments, LLC at the place designated in this certificate, 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, Florida Statutes.

REGISTERED AGENT:

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.

Dated: September 5, 2018

Alison W. Miller, Directo