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**FLORIDA LIMITED LIABILITY CO.
BBX SKY COVE, LLC**

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**ARTICLES OF ORGANIZATION
OF
BBX SKY COVE, 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 Sky Cove, 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

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

Address

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

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ARTICLE V - MANAGEMENT

The Company will be managed by a Board of Managers which shall consist of at least one manager. The names and addresses of the initial members of the Board of Managers of the Company are:

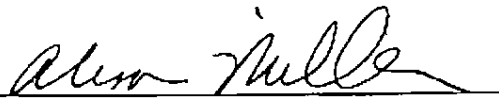
Alan B. Levan
401 East Las Olas Blvd., Suite 800
Fort Lauderdale, FL 33301

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 9th day of May 2019.


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 Sky Cove, 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: May 9, 2019

By: Alison W. Miller

Alison W. Miller, Director