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**FLORIDA LIMITED LIABILITY CO.  
D & B NY OPPORTUNITY FUND LLC**

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Estimated Charge	\$130.00

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**ARTICLES OF ORGANIZATION  
FOR  
D & B NY OPPORTUNITY FUND LLC**

*(A Florida Limited Liability Company)*

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE 1  
NAME**

The name of the Limited Liability Company is D & B NY OPPORTUNITY FUND LLC (the "Company").

**ARTICLE 2  
DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3  
NATURE OF BUSINESS**

The purpose of the Company shall be to qualify as a "qualified opportunity fund" by investing in "qualified opportunity zone property," as described in Section 1400Z-2(d) of the Internal Revenue Code of 1986, as amended (the "Code").

Descriptive of such purpose, the Company shall invest in a majority LLC interest in D & B NY Active Zone Business LLC. The Company's majority interest in D & B NY Active Zone Business LLC is expected to constitute a "qualified opportunity zone partnership interest" and thus "qualified opportunity zone property" under Section 1400Z-2(d) of the Code. The "qualified opportunity zone business" to be conducted by D & B NY Active Zone Business LLC is expected to involve the use of real estate located in the opportunity zone located in Warsaw, NY, in such a way that D & B NY Active Zone Business LLC qualifies as a "qualified opportunity zone business" under Section 1400Z-2(d) of the Code.

The Company shall have the power and authority to conduct any and all activities related or incidental to the purpose of qualifying as a "qualified opportunity fund" described in Section 1400Z-2(d) of the Code. Such activities may include and directly or indirectly, through the Company or one or more subsidiaries, to: identify, source, acquire, originate, maintain, own, manage, finance, refinance, sell, hold, reposition, pledge, hypothecate, hedge, exchange, and otherwise deal in and with "qualified opportunity zone property" or even non-"qualified opportunity zone property," so long as such activity is consistent with the Company's sole purpose of qualifying as a "qualified opportunity fund" Section 1400Z-2(d) of the Code.

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**ARTICLE 4  
ADDRESS**

The initial principal office address and the initial mailing address of the Company is 401 E Jackson St., Ste, 2500, Tampa, FL 33602.

**ARTICLE 5  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is 777 S Flagler Drive, Suite 500E, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Company at that address is GY Corporate Services, Inc.

**ARTICLE 6  
MANAGEMENT**

The Company will be manager-managed in accordance with its operating agreement. The initial Managers of the Company shall be Donald Mason and Beatrice Mason.

**ARTICLE 7  
EFFECTIVE DATE**

The effective date is the date of filing of these Articles of Organization with the Florida Department of State.

**IN WITNESS WHEREOF** the undersigned has executed these Articles this 10th day of August, 2020.

/s/ Matthew J. Scheer

\_\_\_\_\_  
Matthew J. Scheer, 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 s.817.155, F.S.)

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. 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, F.S.

GY CORPORATE SERVICES, INC.

/s/ Melanie B. Stocks

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Melanie B. Stocks, Assistant Secretary

Dated: August 10, 2020