

Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.
Lummus Park Opportunity Fund LLC**

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December 8, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BUCHANAN INGERSOLL & ROONEY PC

SUBJECT: LUMMUS PARK OPPORTUNITY FUND LLC
REF: W20000138842

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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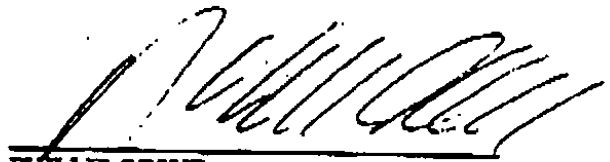
FAX Aud. #: H20000417677
Letter Number: 820A00024538

CONSENT TO USE OF NAME

The undersigned, sole General Partner of LUMMUS PARK OPPORTUNITY FUND LIMITED LIABILITY LIMITED PARTNERSHIP, a Florida limited liability limited partnership, consents to the creation of LUMMUS PARK OPPORTUNITY FUND LLC, a Florida limited liability company, of which the undersigned will be the sole Manager.

Following the creation of LUMMUS PARK OPPORTUNITY FUND LLC, the undersigned intends to file a Certificate of Conversion under which LUMMUS PARK OPPORTUNITY FUND LIMITED LIABILITY LIMITED PARTNERSHIP is converted to LUMMUS PARK OPPORTUNITY FUND LLC.

Dated: December 7th, 2020


PHILLIP GESUE

H20000476773

**ARTICLES OF ORGANIZATION
OF
LUMMUS PARK OPPORTUNITY FUND LLC**

The undersigned, under the provisions of Chapter 605 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, sets forth the following:

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be:

LUMMUS PARK OPPORTUNITY FUND LLC (the "Company")

ARTICLE II

ADDRESS

The Company's mailing and street address is:

1 Worth Street #3F
New York, NY 10013

ARTICLE III

NATURE OF BUSINESS

The purpose of the Company shall be for investment in Qualified Opportunity Zone Property, as such term is defined in as such term is defined in Section 1400Z-2(d)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Company has filed for certification from the Internal Revenue Service as a Qualified Opportunity Fund, as such term is defined in Section 1400Z-2(d)(1) of the Code. The specific purpose of the Company is to hold an interest as a member of a Qualified Opportunity Zone Business which shall engage in developing, owning, operating and managing real property and all improvements thereon.

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ARTICLE IV

DURATION

Unless earlier terminated under the Act or the Operating Agreement, the period of the Company's duration shall be perpetual.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

Bileen Engel
3590 South Ocean Dr.
Palm Beach, FL 33480

ARTICLE VI

MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers in accordance with the terms of the Operating Agreement. The name and address of the initial manager is:

Phillip Gesue
1 Worth Street #3F
New York, NY 10013

ARTICLE VII

COMMENCEMENT DATE

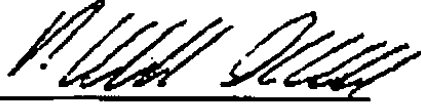
Existence of the Company will commence upon the filing of these Articles.

THE UNDERSIGNED, the authorized representative of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file

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these Articles of Organization, hereby declaring and certifying that the facts stated are true this 7th
day of December, 2020.



PHILLIP GESUE

The undersigned hereby accepts the foregoing designation as Initial Registered Agent, is
familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.



HILREN ENGEL

411-640-8012, v. 4

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