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Florida Department of State
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109 BRUSH LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
109 BRUSH LLC**

Pursuant to Section 605.0202 of the Florida Revised Limited Liability Company Act (the "Act"), **109 BRUSH LLC**, a Florida limited liability company (the "Company"), hereby delivers these Amended and Restated Articles of Organization, duly executed by the undersigned manager of the Company (the "Manager"), to amend, restate and supersede the original Articles of Organization of the Company (the "Original Articles"), which were filed with the Florida Department of State on June 23, 2021, under the provisions of the Act, and assigned document number L21000291182.

ARTICLE I
Name

The name of the Company is Liberty OZ Fund, LLC.

ARTICLE II
Principal Office and Mailing Address

The street address of the principal office and the mailing address of the Company are 800 S Harbour Island Boulevard, Tampa, Florida 33602.

ARTICLE III
Registered Office and Agent

The street address of the initial registered office of this Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of this Company at that address is David L. Koche.

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ARTICLE IV
Management of the Company

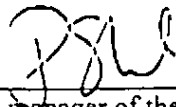
The Company is to be managed by one or more managers and is, therefore, a manager-managed limited liability company within the meaning of the Act. The name and address of the manager of the Company are:

PRS1 Investments, LLC
800 S Harbour Island Boulevard
Tampa, Florida 33602

ARTICLE V
Purpose

The Company has been organized as a "qualified opportunity fund" for purposes of Sections 1400Z-1 and 1400Z-2 of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the Company is to (a) invest in "qualified opportunity zone property" (as defined in Section 1400Z-2 of the Code or any successor statute or section thereto), (b) engage in any and all activities permitted under applicable law relating thereto so long as such activities continue to permit the Company to qualify as a "qualified opportunity fund," and (c) engage in the trade or business of acquiring, owning, holding, operating, managing, selling, exchanging and otherwise dealing with real property, mortgage loans, and securitized interests in mortgage loans related to real property, including through one or more "qualified opportunity zone businesses" (as defined in Section 1400Z-2 of the Code or any successor statute or section thereto).

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization on the 11 day of August, 2021.



PUNIT SHAH, as the manager of the Manager

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
LIBERTY OZ FUND, LLC**

Pursuant to the provisions of Section 605.0113 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: Liberty OZ Fund, LLC.
2. The name and address of the registered agent and office are:

David L. Koche
601 Bayshore Boulevard, Suite 700
Tampa, Florida 33606

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

Dated: August 16, 2021.



DAVID L. KOCHÉ

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