

L21000362855

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SECRETARY OF STATE
HALL OF RECORDS

Amended & Restated

FEB 01 2022

D CUSHING

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: STONECREEK INVESTMENT FUND, LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gerrard L. Grant

Name of Person

Waugh Grant PLLC

Firm/Company

201 E. Pine Street, Suite 315

Address

Orlando, Florida 32801

City/State and Zip Code

ggrant@waughgrant.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gerrard L. Grant

321

800-6008

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED
2022 JAN -3 PM 12:19
CORPORATION
TALLAHASSEE, FL

ACTION BY WRITTEN CONSENT

The undersigned, being all of the Members of STONECREEK INVESTMENT FUND, LLC, a Florida limited liability company (the "Company"), do hereby resolve and consent to the following actions and resolutions as of December 28, 2021, and shall cause the Manager of the Company to file this ACTION BY WRITTEN CONSENT (this "Action by Written Consent") in the minute book of the Company:

WHEREAS, the Company seeks to qualify as a REIT and/or a "qualified opportunity fund" under 2017 H.R. 1, known as the Tax Cuts and Jobs Act ("TCJA"), and to directly or indirectly through the Company and/or one or more subsidiaries, identify, source, acquire, originate, maintain, own, manage, finance, refinance, sell, hold, reposition, pledge, hypothecate, hedge, exchange and otherwise deal in and with diversified portfolio of commercial real estate properties, and joint venture equity investments, among other activities (hereinafter, collectively the "Objectives"); and

WHEREAS, the Manager of the Company has determined that it is in the best interest of the Company to amend and restate in its entirety the Articles of Organization of the Company to accomplish its Objectives.

IT IS THEREFORE

RESOLVED, the Company is authorized to amend and restate in its entirety the Articles of Organization filed with the Secretary of State of Florida effective August 12, 2021, Document No. L21000362855, and

BE IT FURTHER RESOLVED, that THOMAS J. HAYDEN, as a Manager of the Company, is authorized, acting alone, on behalf of the Company: (a) to execute and deliver to the Secretary of State of Florida the Amended and Restated Articles of Organization of STONECREEK INVESTMENT FUND, LLC (the "Articles") and to take any further actions that may be necessary or advisable, in the judgment of the Manager, to consummate the transactions authorized by this Resolution and to effectuate the purpose of this Resolution.

Execution of this document by the undersigned, waives any requirement of a formal meeting of the Members to conduct the business referred to herein.

DATED as of the 30th day of December, 2021.



THOMAS J. HAYDEN

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
STONECREEK INVESTMENT FUND, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
2022 JAN -3 PM 12:19
SECRETARY OF STATE
FLORIDA

The undersigned, being the Manager of STONECREEK INVESTMENT FUND, LLC, a Florida limited liability company (the "Company"), under Chapter 605, Fla. Stat., of the Revised Florida Limited Liability Company Act (the "Act"), hereby executes and adopts the following Amended and Restated Articles of Organization which was unanimously approved by the Members on December 28th, 2021, and replaces in its entirety the Company's Articles of Organization effective August 15, 2021, Document No. L21000362855, filed with the Florida Secretary of State (the "Original Articles") pursuant to Fla. Stat. 605.0202 of the Act.

**ARTICLE I
NAME**

The name of the limited liability company is:

STONECREEK INVESTMENT FUND, LLC.

**ARTICLE II
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address of the initial principal office of this Company is 2810 Lake Howell Lane, Winter Park, Florida 32792. The mailing address is 2810 Lake Howell Lane, Winter Park, Florida 32792. The street address of the initial registered office of this Company is 2810 Lake Howell Lane, Winter Park, Florida 32792, and the name of the initial registered agent of this Company at that address is THOMAS J. HAYDEN.

**ARTICLE III
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

**ARTICLE IV
MANAGEMENT**

The Company shall be managed by the Manager of the Company as provided in the Company's Operating Agreement. The initial Manager of the Company is THOMAS J. HAYDEN, who shall serve until replaced according to the provisions of the Company's Operating Agreement.

ARTICLE V
PURPOSE

The purpose of the Company shall be to (a) qualify as a REIT and/or a “qualified opportunity fund” under 2017 H.R. 1, known as the Tax Cuts and Jobs Act (“TCJA”), and to directly or indirectly through the Company and/or one or more subsidiaries, identify, source, acquire, originate, maintain, own, manage, finance, refinance, sell, hold, reposition, pledge, hypothecate, hedge, exchange and otherwise deal in and with diversified portfolio of commercial real estate properties, joint venture equity investments, and other real-estate related assets that are compelling from a risk-return perspective, particularly with a focus on single-family, multifamily rental units and other commercial real estate development and redevelopment projects located in “qualified opportunity zones” (“Opportunity Zones”), as designated by the TCJA, including any asset that is deemed to be “qualified opportunity zone property” that is not real property, in accordance with the terms of this Agreement; (b) promote, conduct or engage in, directly or indirectly, any business, purpose or activity that lawfully may be conducted by a limited liability company formed pursuant to the Act, (c) acquire, hold and dispose of interests in any corporation, partnership, joint venture, limited liability company, trust or other entity and, in connection therewith, to exercise all of the rights and powers conferred upon the Company with respect to its interests therein, and (d) conduct any and all activities related or incidental to the foregoing purposes.


IN WITNESS WHEREOF, the undersigned organizer has executed these Amended and Restated Articles of Organization as of the 30th day of December, 2021.



THOMAS J. HAYDEN, Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 in Chapter 605, Fla. Stat.



THOMAS J. HAYDEN