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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
MHP LEE I MANAGER, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MHP LEE I MANAGER, LLC**

Pursuant to the authority of the Florida Revised Limited Liability Company Act, Chapter 605, Fla. Stat., **MHP LEE I MANAGER, LLC**, a Florida limited liability company (the "Company"), hereby adopts the following Amended and Restated Articles of Organization (the "Articles"), which amend and restate and supersede the Articles of Organization of the Company filed with the Florida Department of State on April 21, 2023, effective April 19, 2023, and assigned document number L23000201619, as amended by that certain Amendment to Articles of Organization of the Company filed with the Florida Department of State on June 11, 2024:

ARTICLE I - Name:

The name of the limited liability company is MHP Lee I Manager, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 777 Brickell Avenue, Suite 1300, Miami, FL 33131.

ARTICLE III – Registered Agent and Office:

The registered agent for the Company shall be CORPORATE CREATIONS NETWORK INC., and the street address of the Company's registered office is 801 US HWY 1, N PALM BEACH, FL 33408.

ARTICLE IV – Management:

This will be a manager-managed company. The name and address of the current manager of the Company is:

W. Patrick McDowell 2001 Trust
777 Brickell Avenue, Suite 1300
Miami, FL 33131

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ARTICLE V – Membership:

The names and addresses of the current members of the Company are:

W. Patrick McDowell 2001 Trust
777 Brickell Avenue, Suite 1300
Miami, FL 33131

Shear Holdings, LLC
777 Brickell Avenue, Suite 1300
Miami, FL 33131

The Company shall admit new members only in accordance with the Operating Agreement of the Company.

ARTICLE VI – Officers:

The names, titles, and mailing addresses of the current officers of the Company are:

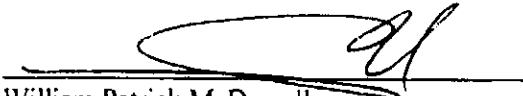
<u>Name</u>	<u>Title(s)</u>	<u>Address</u>
W. Patrick McDowell	Chairman and Chief Executive Officer	777 Brickell Avenue, Suite 1300 Miami, Florida 33131
Kenneth P. Lee	President and Secretary	157 Columbus Ave, Suite 527 New York, New York 10023
Christopher L. Shear	Chief Operating Officer	777 Brickell Avenue, Suite 1300 Miami, Florida 33131
Patricia Tincher	Chief Financial Officer	777 Brickell Avenue, Suite 1300 Miami, Florida 33131
Manpreet Dhadda	Assistant Secretary	777 Brickell Avenue, Suite 1300 Miami, Florida 33131

ARTICLE VII – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the members shall continue the business of the Company, which shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Amended and Restated Articles of Organization the 21st day of January, 2025.

W. Patrick McDowell 2001 Trust



William Patrick McDowell
Trustee


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, 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 MHP Lee I Manager, LLC.
2. The name and address of the registered agent and office is:

CORPORATE CREATIONS NETWORK INC.
801 US HWY 1
N PALM BEACH, FL 33408

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.


Name: Kevin Duteau
Title: Special Secretary

Executed the 22 day of January, 2025.