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1. CERUS CAPITAL ESTATE OPPORTUNITY FUND, LLC

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

**ARTICLES OF ORGANIZATION OF
CERUS CAPITAL REAL ESTATE OPPORTUNITY FUND, LLC**

The undersigned, acting as the authorized representative does hereby certify that the person so identified herein has formed a limited liability company (the "Company") under the laws of the State of Florida and under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes as amended (the "Act"), and pursuant to the Act hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I: NAME

The name of the Company shall be Cerus Capital Real Estate Opportunity Fund, LLC.

ARTICLE II: ADDRESS AND PLACE OF BUSINESS

The initial address of the principal office and the mailing address of this Company shall be: 1305 N. Florida Avenue, Tampa, Florida 33602.

ARTICLE III: DURATION AND PURPOSE

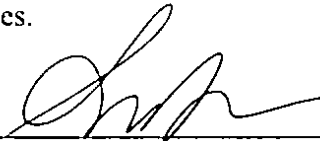
The period of duration of the Company shall be perpetual. The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Act.

ARTICLE IV: MANAGEMENT

The Company shall be manager managed and all powers of the Company shall be exercised by or under the authority of the manager and, except as otherwise provided in the operating agreement of the Company. The initial manager shall be Cerus Capital Management, LLC.

ARTICLE V: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 1305 N. Florida Avenue, Tampa, Florida 33602, and the name of its initial registered agent is Stephanie Theofilos, Esquire. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0113, Florida Statutes.



Stephanie Theofilos, Esquire
Authorized Representative

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**ARTICLES OF ORGANIZATION OF
CERUS CAPITAL REAL ESTATE OPPORTUNITY FUND, LLC**

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Cerus Capital Real Estate Opportunity Fund, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 605.0113, Florida Statutes.

EXECUTED this 30th day of June, 2023.

By: _____

Stephanie Theofilos, Esquire
Registered Agent

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