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STONEY BROOK GENERAL PARTNER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

STONEY BROOK GENERAL PARTNER, INC.

These Articles amend those certain Articles of Incorporation filed May 2, 2006 under document #P06000062097, as amended by Articles of Amendment filed December 4, 2006 and by Amended and Restated Articles of Incorporation filed April 21, 2015. These Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation and do not contain any amendment requiring shareholder approval. Pursuant to the filing of these Amended and Restated Articles of Incorporation (these "*Articles*"), the undersigned hereby forms a Florida profit corporation under The Florida Business Corporation Act, Chapter 607, Florida Statutes (the "*Act*").

ARTICLE I
NAME

The name of the corporation is STONEY BROOK GENERAL PARTNER, INC. (the "*Corporation*").

ARTICLE II
PURPOSE

The purpose of the Corporation shall be hold a general partnership interest in STONEY BROOK APARTMENTS LIMITED PARTNERSHIP (the "*Partnership*") and to act a General Partner of the Partnership.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is as follows:

315 E. Robinson Street, Suite 600
Orlando, Florida 32801

The location of the principal office shall be subject to change as provided in Bylaws duly adopted by the Corporation.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's corporate existence commenced on May 2, 2006.

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ARTICLE V
SHARES

The number of shares which the Corporation shall have authority to issue is One Thousand (1,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation, and the registered agent at such address are as follows:

Joseph C.L. Wettach, Esquire
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE VII
DIRECTOR AND OFFICERS

The number of directors constituting the initial Board of Directors of the Corporation is five (5). The number of directors may be increased or decreased from time to time pursuant to Bylaws duly adopted by the Corporation, but in no event shall the number of directors be less than five. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the shareholders of the Corporation, or until successor directors are elected and qualified, are as follows:

Fabrizio Lucchese
105 West Beaver Creek, Suites 9 & 10
Richmond Hill, Ontario L4B 1C6

Michelle A. Dreyer
2711 Centerville Road, Suite 400
Wilmington, DE 19808

Julia A. McCullough
2711 Centerville Road, Suite 400
Wilmington, DE 19808

Gordon Steele
105 West Beaver Creek, Suites 9 & 10
Richmond Hill, Ontario L4B 1C6

Rick Affolter
105 West Beaver Creek, Suites 9 & 10
Richmond Hill, Ontario L4B 1C6

Until the first meeting of the Board of Directors of the Corporation, or until their successors are elected and have qualified, the following shall be the initial officers of the Corporation:

President/ Secretary/Treasurer: **Fabrizio Lucchese**
105 West Beaver Creek, Suites 9 & 10
Richmond Hill, Ontario L4B 1C6

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the Corporation is as follows:

Joseph C. L. Wettach, Esquire
315 East Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE IX
SINGLE PURPOSE ENTITY PROVISIONS

Section 1.1 The Corporation will not engage in any business other than acting as the General Partner of the Partnership and the management and operation of 198 unit apartment complex known as Stoney Brook Apartments at 1301 East Dogwood Drive, Mebane, North Carolina 27302.

Neither the Corporation nor Partnership will enter into any contract or agreement with any Affiliate of the Partnership, any constituent member of the Partnership, or any person or entity who is a director, officer, or member of the Corporation or Partnership.