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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MVD Mezz Borrower II, Inc.**

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S. GILBERT

JUL-08-2015 WED 09:15 AM Beggs And Lane  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MVD MEZZ BORROWER II, INC.**

In compliance with the requirements of chapter 607, Florida Statutes, the undersigned, being natural persons, hereby act as incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
NAME**

The name of the corporation (the "Corporation") is MVD Mezz Borrower II, Inc.

**ARTICLE II  
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III  
ADDRESSES**

The mailing address of the Corporation is:

3811 Turtle Creek Boulevard, Suite 1050  
Dallas, Texas 75219

The street address of the principal office of the Corporation is:

13578 Perdido Key Drive  
Perdido Key, Florida 32507

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of capital stock, all of which shall be Common Stock having no par value and identical with each other in every respect.

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**ARTICLE V  
REGISTERED AGENT**

The initial street address of the Corporation's registered office is 501 Commendencia Street, Pensacola, Florida 32502. The initial registered agent for the Corporation at that address is Beggs & Lane, RLLP.

**ARTICLE VI  
DIRECTORS**

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one (1). The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
David K. Ronck	3811 Turtle Creek Boulevard, Suite 1050, Dallas, Texas 75219
Curtis R. Boisfontaine	3811 Turtle Creek Boulevard, Suite 1050, Dallas, Texas 75219

**ARTICLE VII  
INCORPORATORS**

The name and street address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David K. Ronck	3811 Turtle Creek Boulevard, Suite 1050, Dallas, Texas 75219
Curtis R. Boisfontaine	3811 Turtle Creek Boulevard, Suite 1050, Dallas, Texas 75219

**ARTICLE VIII  
INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

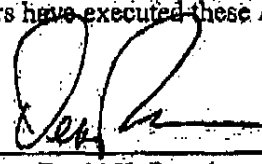
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IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 8<sup>th</sup> day of July, 2015.

  
\_\_\_\_\_  
Curtis R. Boisfointaine


  
\_\_\_\_\_  
David K. Ronck

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the Corporation at the address designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and I am familiar with and accept the obligations of the position, of registered agent under F.S. § 607.0501.

BEGGS & LANE, RLLP

7/8/2015  
\_\_\_\_\_  
Dated

By:   
\_\_\_\_\_  
David B. Taylor, III

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