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Passley, Tami

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Division of Corporations

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Florida Department of State  
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*Tami Passley*

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CNL COMMERCIAL REAL ESTATE OWNER, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Florida corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is **CNL COMMERCIAL REAL ESTATE OWNER, INC.**, hereinafter referred to as the "Corporation".

**SECOND:** The original Articles of Incorporation for the Corporation were filed on September 11, 2015, and assigned Document No. P15000074473.

**THIRD:** Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**ARTICLE IV - CAPITAL STOCK**

A. **Classes of Stock.** The total number of shares of capital stock which the Corporation is authorized to issue is 100 shares of common stock of which one (1) share shall be Voting Common Stock, with no par value per share (the "Voting Common Stock"), and ninety-nine (99) shares shall be shares of Nonvoting Common Stock, with no par value share (the "Nonvoting Common Stock"). No new consideration shall be payable for this exchange of common stock.

B. **Share Division of Voting and Nonvoting Common Stock.** On the date of the filing of this Articles of Amendment to Articles of Incorporation with the Florida Department of State, the one hundred (100) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$1.00 per share ("Old Common Stock"), shall hereby and thereupon be divided, classified and converted into one (1) validly issued, fully paid and nonassessable shares of Voting Common Stock, with no par value per share ("New Voting Common Stock"), reflecting a conversion ratio of one-one hundredth (01) shares of New Voting Common Stock for each one (1) share of Old Common Stock, plus, ninety nine (99) validly issued, fully paid and nonassessable shares of Nonvoting Common Stock, with no par value per share ("New Nonvoting Common Stock"), reflecting a conversion ratio of .99 shares of New Nonvoting Common Stock for each one (1) share of Old Common Stock. Each share of the Old Common Stock shall be immediately converted to

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.99 share of New Nonvoting Common Stock and .01 share of New Voting Common Stock.

C. Voting Rights. The New Voting Common Stock shall possess and exercise voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding New Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The New Nonvoting Common Stock shall not possess or exercise any voting rights with respect to the election of directors or any other corporate matter whatsoever.

D. Other Rights Identical. Except for the difference in voting rights set forth in C. above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of New Nonvoting Common Stock shall be identical in all respects to those of the shares of New Voting Common Stock. Accordingly, each share of New Voting Common Stock and New Nonvoting Common Stock shall receive equal dividends if and when declared by the Board of Directors, pro rata, on a per share basis without any preferences to the holders of either class, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the New Voting Common Stock and New Nonvoting Common Stock in proportion to the number of shares held by the holders of such shares, pro rata, on a per share basis without any preferences to the holders of either class.

E. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new shares of common stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he/she already holds, to purchase his/her pro rata or any other share of such shares of common stock at the same price at which it is offered to others or any other price."

**FOURTH:** The following amendment was adopted by the Sole Director and Sole Shareholder of the Corporation by a unanimous written consent dated March 31, 2016, in accordance with the provisions of Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Such unanimous written consent of the Sole Director and Sole Shareholder represents a sufficient number of votes cast for such amendment necessary for the approval thereof. There was not more than one voting group entitled to vote separately on the amendment set forth herein.

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Dated this 31<sup>st</sup> day of March, 2016.

CNL COMMERCIAL REAL ESTATE  
OWNER, INC., a Florida corporation

By:   
Name: LINDA K SCARCELLI  
Title: ASSISTANT SECRETARY