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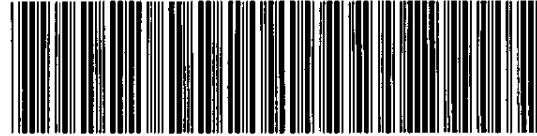
(Business Entity Name)

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17 JUN 2017 01:26:45

M. MOON
JUN 08 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 672198 10463A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 155.00

ORDER DATE : June 6, 2017

ORDER TIME : 3:50 PM

ORDER NO. : 672198-020

CUSTOMER NO: 10463A

DOMESTIC FILING

NAME: DCS V-A, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender - EXT.

EXAMINER'S INITIALS: _____

17 JUN 2017 10:45

**ARTICLES OF INCORPORATION
OF
DCS V-A, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name of this Corporation is: **DCS V-A, INC.** and the principal place of business and mailing address of this Corporation shall be 505 S. Flagler Drive, Ste. 900, West Palm Beach, FL 33401.

ARTICLE II - Commencement and Duration

This Corporation shall **COMMENCE ON THE DATE OF SIGNING** of these Articles and the duration of this Corporation is perpetual.

ARTICLE III - Purpose

The purpose for which the Corporation is organized, subject to the provisions to article 607.0301 of the Florida Business Corporation Act, is solely to manage " DCS Real Estate Investments V-A, LLC, a Florida limited liability company" (the ACompany) with all of the rights, powers, obligations and liabilities of the manager under the operating agreement of such Company (the "Operating Agreement") and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same. The Corporation shall not engage in any business and it shall have no purpose, unrelated to the management of the Company and shall not acquire any assets or own assets otherwise other than related to the management of the Company and its ownership of a 1.0% membership interest in the Company.

ARTICLE IV - Special Provisions

1. So long as either of the loans (collectively the "Loan") from either Bank of Ozarks and Bonnet Creek Hotel Lender, LLC (collectively the "Lender") to the Company is outstanding, notwithstanding any provisions set forth hereinbefore to the contrary, the Corporation shall at all times observe the applicable legal requirements for the recognition of the Corporation as a legal entity separate from any member of the Company ("Members") and Affiliates (as defined below), including, without limitation, as follows:

Affiliate's creditors) under the Corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

(f) All customary formalities regarding the corporate existence of the Corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.

(g) The Corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the Corporation.

(h) Investments shall be made in the name of the Corporation directly by the Corporation or on its behalf by brokers engaged and paid by the Corporation or its agents.

(i) Except as required by the Lender during the term of the Loan to the Company, the Corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Member or any Affiliate, nor shall it make any loan.

(j) The Corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

(k) Assets of the Corporation shall be separately identified, maintained and segregated. The Corporation's assets shall at all times be held by or on behalf of the Corporation and if held on behalf of the Corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the Corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

(i) The Corporation shall not take any action if, as a result of such action, the Corporation would be required to register as an investment company.

(m) The Corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(n) All data and records (including computer records) used by the Corporation or any Affiliate in the collection and administration of any loan shall reflect the Corporation's ownership interest therein.

(c) None of the Corporation's funds shall be invested in securities

issued by any Affiliate.

(p) This Corporation will not, with respect to itself or the Company, without the unanimous consent of the Board of Directors, take any (i) bankruptcy action to voluntarily file a petition seeking relief or for reorganization, dissolution, liquidation or institute creditor proceedings under the bankruptcy code or any similar statute of the United States; or (ii) make any assignment for the benefit of creditors; or (iii) take any action seeking an order appointing a trustee or receiver of all or substantial part of the property of the Corporation or the Company (collectively "Bankruptcy Action").

"Affiliate" means any person or entity other than the Corporation (i) which owns beneficially, directly or indirectly, more than 50 percent of the outstanding shares of the common stock or which is otherwise in control of the Corporation, (ii) of which more than 50 percent of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

2. The Corporation shall not, with respect to the Corporation or the Company, without the affirmative vote of 100 percent of the Board of Directors, including the affirmative vote of the Independent Director, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the Company or a substantial part of their property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action.

3. Additionally, the Corporation shall not, so long as any indebtedness remains outstanding by the Company or the Corporation to the Lender, (a) liquidate or dissolve the Corporation in whole or in part, (b) except as permitted by the Lender in writing, consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the Corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) except as permitted by the Lender in writing, amend or modify these Articles of Incorporation.

4. The Corporation shall have no indebtedness or incur any liability other than (i) debts and liabilities for trade payables and accrued expenses incurred in the ordinary course of business and (ii) with respect to the Loan.

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ARTICLE V - Stock

The aggregate number of shares which this Corporation shall have authority to issue is 100 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE VI - Amendment

These Articles of Incorporation may not be amended, modified or repealed without the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII - Shareholder Rights

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VII pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 505 S. Flagler Drive, Ste. 900, West Palm Beach, FL 33401, and the name of its initial registered agent at that address Paul E. Simonson at 505 S. Flagler Drive, Ste. 900, West Palm Beach, FL 33401.

17 SEP - 5 PM 2015

17 JAN - 3 11 2016

ARTICLE IX - Incorporators

The names and address of the incorporators are:

Name

Address

Paul E. Simmonson

505 South Flagler Dr., Ste. 900
West Palm Beach, FL 33401

ARTICLE X
Common Directors - Transactions Between Corporations

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI- By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE XII- Indemnification

To the fullest extent provided by law, subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its officers and directors and former officers and directors against any liability, including but not limited to, expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Corporation.

ARTICLE XIII – Liability of Directors

The directors will not be personally liable to the Corporation, its stockholders, or any other person for monetary damages as provided for in Section 607.0831, Florida Statutes, and to the fullest extent provided by Florida law. If Florida law is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of any director, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Florida law, as so amended. No repeal or modification of this Article XIII will apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in S.817.155, F.S.

DATED this 1 day of June, 2017.



Paul E. Simonson, Incorporator

17 JUN-16 PM 2:45

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:

DCS V-A, Inc., desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at 505 S. Flagler Drive, Ste. 900, West Palm Beach, FL 33401, has named Paul E. Simonson located at 505 S. Flagler Drive, Ste. 900, West Palm Beach, FL 33401 as its initial Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its Registered Agent.

DATED this 1 day of June, 2017.



Paul E. Simonson

17 JUN -6 PM 2:45
JUN 17 2017