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7/14/2017 Division of Corporations

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**SECOND AMENDMENT TO THE SECOND RESTATEMENT
OF
ARTICLES OF INCORPORATION
FOR
SOUTH BEACH MARINA, INC.
(a Florida Corporation)**

This Second Amendment to the Second Restatement of Articles of Incorporation for South Beach Marina, Inc. ("Amendment") amends the Second Restatement of the Articles of Incorporation for South Beach Marina, Inc. (a Florida corporation) filed August 4, 1999 under document number P99000027985 with the Florida Department of State, as amended by a First Amendment filed on June 11, 2011 (the Second Restatement and First Amendment together, the "Existing Articles").

This Amendment is provided pursuant to and in accordance with Section 607.1006, Florida Statutes.

1. The name of the corporation is "South Beach Marina, Inc."
2. The Amendment is adopted effective as of filing.
3. The Amendment was adopted by the sole shareholder of the corporation and so the number of votes cast for the amendment was sufficient for approval.
4. The Existing Articles are amended as follows:
 - a. Article IV is amended and restated as follows:

IV.

The corporation is organized for the exclusive purposes of:

(1) Acquiring title to, owning, holding, selling, assigning, leasing, mortgaging or otherwise borrowing against, pledging or otherwise using as security, and otherwise dealing with that certain parcel of real property, together with the improvements thereon, located at 2 Townsend Street, San Francisco, California 94107 and commonly known as South Beach Marina Apartments (the "Property").

(2) Remitting the entire amount of income from the Property (less expenses) to one or more organizations described in section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended (the "Code"), which are shareholders of the corporation.

(3) It is intended that the corporation will qualify at all times as an organization exempt from federal income taxation under sections 501(c) and 501(c)(25) of the Code; therefore, notwithstanding any other provision in these Articles, the corporation shall never be authorized to engage in any activity inconsistent with such qualification. Subject to the foregoing limitations, the corporation may exercise all

corporate powers enumerated in the general corporation law of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

b. Article XIII is deleted in its entirety.

c. Article XIV is deleted in its entirety.

5. Except as expressly modified by this Amendment, the Existing Articles shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Second Amendment to the Second Restatement of Articles of Incorporation on the 14th day of July, 2017.



Print Name: Mark P. Faraldo

Office: President