

DB5 DEVELOPMENT GROUP, LLC

CERTIFICATE OF ORGANIZATION

Pursuant to the Massachusetts Limited Liability Company Act (the "Act"), the undersigned, desiring to organize a Massachusetts limited liability company, hereby certifies as follows:

1. Federal Employer Identification Number. The limited liability company organized hereby has not yet received a federal employer identification number.
2. Name of the Limited Liability Company. The name of the limited liability company formed hereby (the "LLC") is **DB5 Development Group, LLC**.
3. Office of the Limited Liability Company. The street address of the office of the LLC for purposes of Section 5 of the Act is 9 Wildwood Road, Middleton, MA 01949.
4. Business of the LLC. Build, develop and market residential rental project located off Hopkins Street, Wakefield, Massachusetts, pursuant to Chapter 40B and limit the profits of said project in accordance with said statute and the provisions of a Regulatory Agreement with the Subsidizing Agency, MassHousing.
5. Date of Dissolution. The LLC has no specific date of dissolution.
6. Agent for Service of Process. The name and address of the resident agent of the LLC for service of process is Anthony P. Bonacorso, 9 Wildwood Road, Middleton, MA 01949
7. Manager. As of the date hereof, the Manager of the LLC is:

Anthony P. Bonacorso, 9 Wildwood Road, Middleton, MA 01949
8. Execution of Documents (Secretary of the Commonwealth). The Manager of the LLC is authorized to execute on behalf of the LLC any documents to be filed with the Secretary of State of the Commonwealth of Massachusetts.
9. Execution of Recordable Instruments. The Manager of the LLC is authorized to execute, acknowledge, deliver and record any recordable instrument on behalf of the LLC purporting to affect an interest in real property.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, as of the 24th day of October, 2017.



ANTHONY P. BONACORSO

Consent of resident agent:

I, Anthony P. Bonacorso, resident agent of the DB5 Development Group, LLC, consent to my appointment as resident agent pursuant to G.L. Chapter 156C Section 12.

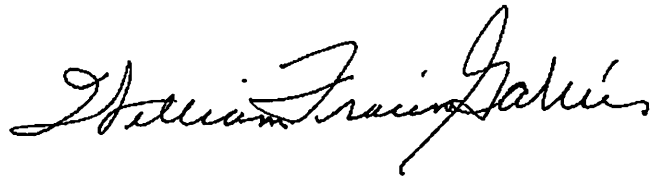


ANTHONY P. BONACORSO

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

October 25, 2017 12:21 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth