#### SIXTH AMENDED AND RESTATED

#### LIMITED LIABILITY COMPANY OPERATING AGREEMENT

Of

#### STRATEGIC DIVERSIFIED REAL ESTATE HOLDINGS, LLC

(Formerly known as SUNSET DIVERSIFIED PROPERTY INVESTMENTS, LLC)

A California Limited Liability Company

This Sixth Amended and Restated Limited Liability Company Operating Agreement ("Agreement") of Strategic Diversified Real Estate Holding, LLC ("LLC") is among Strategic Diversified Management, Inc., a California corporation (an "Initial Member" and the "Manager"). Strategic Diversified Management, Inc. (the "Manager") and each of the additional Persons who become Members in accordance with the provisions of this Agreement. Any capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Private Placement Memorandum dated as of October 1, 2015 and any successor version of such Private Placement Memorandum that replaces it in the future (the "Memorandum").

#### RECITALS

The LLC is a limited liability company formed under the California Limited Liability Company Act. The parties to this Agreement are the LLC's Initial Members (as defined herein) and those additional Persons who are subsequently admitted as Members in accordance with the provisions of this Agreement. The parties intend by this Agreement and the terms of the Memorandum to define their rights and obligations with respect to the LLC's governance and financial affairs and to adopt regulations and procedures for the conduct of the LLC's activities. Accordingly, for good and valuable consideration, the receipt and sufficiency of which is mutually acknowledged, the parties agree as follows:

#### ARTICLE 1: DEFINITIONS

1.1 Scope. For purposes of this Agreement, unless the language or context clearly indicates that a different meaning is intended, capitalized terms have the meanings specified in this Article.

#### 1.2 Defined Terms.

(a) "Act" means the California Revised Uniform Limited Liability Company Act.

(b) "Adjusted Net Profits" means Net Profits as determined by Generally Accepted Accounting Principles ("GAAP") plus any positive difference between GAAP depreciation on all assets and any mortgage lender required stabilized Capital Improvement Reserves (a per housing unit monthly reserve for replacement of capital improvements) on stabilized assets.

(c) "Affiliate," with respect to a Person, means (1) a Person that, directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with the Person, (2) a Person who owns or controls at least ten percent (10%) of the outstanding voting interests of the Person, (3) a Person who is an officer, director, manager or general partner of the Person, or (4) a Person who is an officer, director, manager, general

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**Wolfgang Guggemos** 

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