This instrument prepared by and (MAIL)
instrument may be returned to:
O'Kelley & Sorohan, Attorneys at Law, LLC
3097 Satellite Blvd., Bldg. 700, Ste. 400
Duluth, GA 30096
Tel. 678-205-5651

Send tax bills to:
PROGRESS RESIDENTIAL
BORROWER 7, LLC
P.O. Box 4090
Scottsdale, AZ 85261

Name and address of new owner:
PROGRESS RESIDENTIAL
BORROWER 7, LLC,
with mailing address of
P.O. Box 4090
Scottsdale, AZ 85261

Map parcel number:
See Exhibit "A" attached hereto and incorporated herein.

Source of title:
See Exhibit "A" attached hereto and incorporated herein.

Karen Johnson Davidson County
Batch# 225393 DEEDQC
05/03/2019 09:01:30 AM 26 pgs
Fees: $132.00 Taxes: $0.00
20190503-0041400

QUITCLAIM DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid, the receipt of which is hereby acknowledged,

PROGRESS RESIDENTIAL BORROWER 7, LLC, a Delaware limited liability company, formerly known as **Progress Residential 2016-2 Borrower, LLC**, which entity is formerly known as **Progress Residential 2015-1 Borrower, LLC**, by virtue of the Certificates attached hereto as Exhibit "B",

by these presents does hereby quitclaim and convey unto

PROGRESS RESIDENTIAL BORROWER 7, LLC, a Delaware limited liability company,

all right, title and interest in and to the following described tract(s) of land:

See Exhibit "A" attached hereto and incorporated herein.

Clerk/Recorder: Please index all legal descriptions
or index as a multi-parcel instrument.

Witness our hand on April 15, 2019, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officer to be effective on said day and date.

* Effective as of APRIL 25, 2019.

PROGRESS RESIDENTIAL BORROWER 7, LLC,
a Delaware limited liability company

By: _____
Name: Terence McNally
Title: Authorized Signatory

State of Arizona
County of Maricopa

Personally appeared before me, the undersigned, a Notary Public in and for the said County and State, Terence McNally (name of the natural person executing the instrument), to me known to be the person who executed the foregoing instrument on behalf of **PROGRESS RESIDENTIAL BORROWER 7, LLC**, a Delaware limited liability company, and that he executed the same as the free act and deed of said **PROGRESS RESIDENTIAL BORROWER 7, LLC**, a Delaware limited liability company.

Witness my hand, at office, this 15 day of April, 2019.

_____
Notary Public
My commission expires:
(Affix Seal)

ROBYN MOLINE
Notary Public - State of Arizona
MARICOPA COUNTY
Commission # 550839
Expires July 11, 2022

VALUE AFFIDAVIT

State of Arizona
County of Maricopa

I, or we, hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer is $ 0.00 .

_____
Affiant

Subscribed and sworn to before me this 15 day of April, 2019.

_____
Notary Public
My Commission Expires:
(Affix Seal)

ROBYN MOLINE
Notary Public - State of Arizona
MARICOPA COUNTY
Commission # 550839
Expires July 11, 2022

EXHIBIT "A"

PROPERTY SCHEDULE

Count	File Number	Address	City	State	Zip	County
1	FREO164000-19.2	112 PARKER DR	ANTIOCH	TN	37013	DAVIDSON
2	FREO164563-19.2	1612 MAPLE TIMBER CT	ANTIOCH	TN	37013	DAVIDSON
3	FREO160576-19.2	2048 STANFORD VILLAGE DR	ANTIOCH	TN	37013	DAVIDSON
4	FREO160553-19.2	2104 SHABNAM DR	ANTIOCH	TN	37013	DAVIDSON
5	FREO165328-19.2	2804 HAVERSHAM CT	ANTIOCH	TN	37013	DAVIDSON
6	FREO164876-19.2	2821 WINDCREST TRL	ANTIOCH	TN	37013	DAVIDSON
7	FREO158956-19.2	413 MOSSY OAK TRL	ANTIOCH	TN	37013	DAVIDSON
8	FREO163130-19.2	4412 WINTON DR	ANTIOCH	TN	37013	DAVIDSON
9	FREO163881-19.2	5820 MURPHYWOOD CROSSING	ANTIOCH	TN	37013	DAVIDSON
10	FREO159375-19.2	6290 MOUNT VIEW RD	ANTIOCH	TN	37013	DAVIDSON
11	FREO161996-19.2	7436 MAGGIE DR	ANTIOCH	TN	37013	DAVIDSON
12	FREO161310-19.2	816 THOMAS BAY CT	ANTIOCH	TN	37013	DAVIDSON
13	FREO161789-19.2	844 PIN OAK DR	ANTIOCH	TN	37013	DAVIDSON
14	FREO163151-19.2	9204 THOMASON TRL	ANTIOCH	TN	37013	DAVIDSON

LEGAL DESCRIPTIONS

EXHIBIT A-1

STREET ADDRESS: 112 PARKER DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO164000-19.2

TAX PARCEL ID/APN: 182 06 0A 324.00

BEING LOT NO. 389, ON THE PLAN OF FINAL PLAT FOR CLUSTER-LOT SUBDIVISION, OLD HICKORY HILLS, PHASE THREE, SECTION ONE, AS THE SAME APPEARS OF RECORD IN INSTRUMENT NO. 20060420-0045296, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT SPECIFIC REFERENCE IS HEREBY MADE FOR A MORE PARTICULAR DESCRIPTION.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-2

STREET ADDRESS: 1612 MAPLE TIMBER CT, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO164563-19.2

TAX PARCEL ID/APN: 150 11 0 350.00

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 116 ON THE PLAN OF LAKE TOWN PARK, SECTION 8 OF RECORD IN PLAT BOOK 7900, PAGE 467, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DESCRIPTION OF THE PROPERTY.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-3

STREET ADDRESS: 2048 STANFORD VILLAGE DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO160576-19.2

TAX PARCEL ID/APN: 173 11 0A 013.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 13, ON THE PLAN OF SECTION ONE, STANFORD VILLAGE, AS OF RECORD IN INSTRUMENT NO. 20000204- 0012060 AND INSTRUMENT NO. 20000204-0012061, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE LEGAL DESCRIPTION THEREOF.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-4

STREET ADDRESS: 2104 SHABNAM DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO160553-19.2

TAX PARCEL ID/APN: 162 13 0A 026.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO 26, ON THE FINAL PLAT OF GREENWOOD SUBDIVISION, A PLANNED UNIT DEVELOPMENT, PHASE TWO, OF RECORD IN INSTRUMENT NO 20020116- 0006350, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH SAID PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE AND ACCURATE LEGAL DESCRIPTION.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-5

STREET ADDRESS: 2804 HAVERSHAM CT, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO165328-19.2

TAX PARCEL ID/APN: 173 09 0B 118.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 272, AS SHOWN ON THE MAP ENTITLED PHASE 3, SECTION 1, BARNES COVE, OF RECORD AS INSTRUMENT NO. 20060113-0005373, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE AND ACCURATE LEGAL DESCRIPTION.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-6

STREET ADDRESS: 2821 WINDCREST TRL, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO164876-19.2

TAX PARCEL ID/APN: 150 16 0A 062.00

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 45 OF THE RESUBDIVISION OF LOTS 45, 46 AND 47 ON THE FINAL PLAT OF WINDHAVEN SHORES, SECTION TWO OF RECORD IN INSTRUMENT NUMBER 200409070107709, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TO WHICH REFERENCE IS MADE FOR A MORE COMPLETE DESCRIPTION.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-7

STREET ADDRESS: 413 MOSSY OAK TRL, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO158956-19.2

TAX PARCEL ID/APN: 164 13 0A 075.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND SITUATED IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 82, ON THE FINAL PLAT, PHASE FOUR, TREEHAVEN SUBDIVISION, OF RECORD IN INSTRUMENT NO. 20060316-0030439, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE AND ACCURATE DESCRIPTION OF SAID LOT.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-8

STREET ADDRESS: 4412 WINTON DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO163130-19.2

TAX PARCEL ID/APN: 163 02 0 028.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 79 ON THE PLAN OF HICKORY HIGHLAND PLACE, SECTION 2, PHASE 1, OF RECORD IN INSTRUMENT NUMBER 199912230306511, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE TO WHICH PLAT REFERENCE IS HEREBY MADE FOR A MORE COMPLETE AND ACCURATE DESCRIPTION OF SAID LOT.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-9

STREET ADDRESS: 5820 MURPHYWOOD CROSSING, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO163881-19.2

TAX PARCEL ID/APN: 164 13 0 060.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 228, ASHEFORD CROSSING FIRST REVISION, SECTION TWO, A PLANNED UNIT DEVELOPMENT, AS SHOWN ON PLAT OF RECORD IN PLAT BOOK 9700, PAGE 171, IN THE REGISTER'S OFFICE , DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS HEREBY MADE FOR A MORE COMPLETE AND ACCURATE DESCRIPTION.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-10

STREET ADDRESS: 6290 MOUNT VIEW RD, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO159375-19.2

TAX PARCEL ID/APN: 150 12 0B 001.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LOT 1, FINAL P.U.D. PLAN, PLANNED UNIT DEVELOPMENT RE-SUBDIVISION OF LOTS 1, 2, 10, 11, 12, 14, 15, 16, 24 & 25, KENSAL GREEN, SECTION ONE, AS SHOWN ON PLAT OF RECORD IN PLAT BOOK 7900, PAGE 631, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS MADE FOR A MORE PARTICULAR DESCRIPTION OF SAID PROPERTY.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-11

STREET ADDRESS: 7436 MAGGIE DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO161996-19.2

TAX PARCEL ID/APN: 182 06 0A 141.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LOT 137, ON THE PLAN OF OLD HICKORY HILLS, PHASE TWO, SECTION ONE, AS SHOWN ON PLAT OF RECORD AT INSTRUMENT NO. 20030623-0086188, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS MADE FOR A MORE PARTICULAR DESCRIPTION OF SAID PROPERTY.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-12

STREET ADDRESS: 816 THOMAS BAY CT, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO161310-19.2

TAX PARCEL ID/APN: 165 09 0A 024.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 84 ON THE PLAN OF LAKEWOOD VILLAGE, SECTION ONE, OF RECORD IN BOOK 9700, PAGE 555, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DESCRIPTION THEREOF.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-13

STREET ADDRESS: 844 PIN OAK DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO161789-19.2

TAX PARCEL ID/APN: 164 08 0A 026.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: BEING LOT NO. 46, HALLMARK, A CLUSTER LOT SUBDIVISION, FINAL PLAT SECTION ONE, OF RECORD IN INSTRUMENT NO. 20050315-0028142, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS HEREBY MADE FOR A MORE COMPLETE AND ACCURATE LEGAL DESCRIPTION.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-14

STREET ADDRESS: 9204 THOMASON TRL, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO163151-19.2

TAX PARCEL ID/APN: 182 06 0A 377.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND SITUATED IN DAVIDSON COUNTY, TENNESSEE, BEING ALL OF LOT 314, CLUSTER-LOT SUBDIVISION, OLD HICKORY HILLS, PHASE THREE, SECTION TWO, OF RECORD IN INSTRUMENT NO. 20070516-0058484, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE, TO WHICH REFERENCE IS HEREBY MADE FOR A MORE PARTICULAR DESCRIPTION OF SAID LAND.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT "B"

See attached Certificates

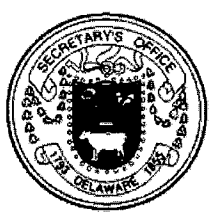
Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PROGRESS RESIDENTIAL 2015-1 BORROWER, LLC", CHANGING ITS NAME FROM "PROGRESS RESIDENTIAL 2015-1 BORROWER, LLC" TO "PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2016, AT 5:27 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE SIXTH DAY OF DECEMBER, A.D. 2016 AT 8 O'CLOCK A.M.





5642277 8100
SR# 20166646002

Authentication: 203341866
Date: 11-15-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:27 PM 11/15/2016
FILED 05:27 PM 11/15/2016
SR 20166646002 - File Number 5642277

AMENDED AND RESTATED CERTIFICATE OF FORMATION OF PROGRESS RESIDENTIAL 2015-1 BORROWER, LLC

THIS Amended and Restated Certificate of Formation of Progress Residential 2015-1 Borrower, LLC (the "Company"), dated as of November 15, 2016, has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. §18-208, to amend and restate the original Certificate of Formation of the Company, which was filed on November 18, 2014, with the Secretary of State of the State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the limited liability company is Progress Residential 2016-2 Borrower, LLC.

2. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801.

3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801.

4. Effectiveness. This Amended and Restated Certificate of Formation shall be effective on December 6, 2016, at 8:00 a.m. Eastern Time.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first-above written.

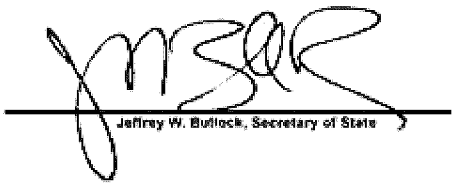
/s/ Jeffrey Meriggi
Name: Jeffrey Meriggi
Title: Authorized Person

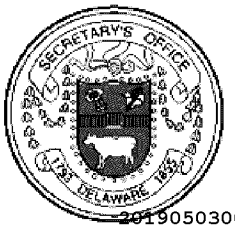
Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC", CHANGING ITS NAME FROM "PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC" TO "PROGRESS RESIDENTIAL BORROWER 7, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D. 2019, AT 7:32 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-FIFTH DAY OF APRIL, A.D. 2019 AT 8 O'CLOCK A.M.





5642277 8100
SR# 20192698477

Authentication: 202613143
Date: 04-10-19

2019050300414400

You may verify this certificate online at corp.delaware.gov/authver.shtml

SECOND AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC

THIS Second Amended and Restated Certificate of Formation of Progress Residential 2016-2 Borrower, LLC (the "Company"), originally formed under the name "Progress Residential 2015-1 Borrower, LLC" on November 18, 2014, dated as of April 9, 2019, has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. §18-208, to amend and restate the Amended and Restated Certificate of Formation of the Company, which was filed with the Secretary of State of the State of Delaware, effective on December 6, 2016, as amended by that certain Certificate of Amendment changing only the Registered Office or Registered Agent of a Limited Liability Company, which was filed on October 25, 2017, in the Office of the Secretary of State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the limited liability company is Progress Residential Borrower 7, LLC.

2. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

4. Effectiveness. This Second Amended and Restated Certificate of Formation shall be effective on April 25, 2019, at 8:00 a.m. Eastern Time.

IN WITNESS WHEREOF, the undersigned has executed this Second Amended and Restated Certificate of Formation as of the date first-above written.

/s/ Robyn Moline
Name: Robyn Moline
Title: Authorized Person

25560790.3

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:32 PM 04/09/2019
FILED 07:32 PM 04/09/2019
SR 20192698477 - File Number 5642277

201905030041400

Certificate of Authenticity

I, Jennifer Slifkin, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Jennifer Slifkin
Signature

State of Georgia

County of Gwinnett

Personally appeared before me, Crystal D Tedder, a notary public for this county and state, Jennifer Slifkin who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Crystal D Tedder
Notary's Signature

My Commission Expires: 6/5/20.

Notary's Seal (If on paper)

STATE OF GEORGIA NOTARY PUBLIC
CRYSTAL D TEDDER
Notary Public, Georgia
Dekalb County
My Commission Expires
June 05, 2020