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CORPORATION NAME (S) AND DOCUMENT NUMBER (S)

The Palma Vista Apartments, LLC

June 10, 2005
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 TALLAHASSEE, FLORIDA
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Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CERTIFICATE OF CONVERSION

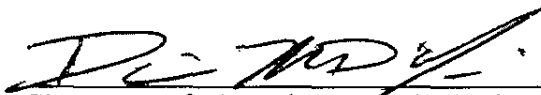
Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company.

FIRST: The name of the unincorporated business immediately prior to filing this document was: THE PALMA VISTA PARTNERSHIP, a Florida general partnership

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: November 29, 1990
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A.

THIRD: The name of the limited liability company as set forth in the attached articles of organization is: THE PALMA VISTA APARTMENTS, LLC



Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

PRINTED NAME OF SIGNEE:

David D'Onofrio, Member

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**ARTICLES OF ORGANIZATION
OF
THE PALMA VISTA APARTMENTS, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is **The Palma Vista Apartments, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.


4. Place of Business. The mailing address and street address of the Company's principal office is 5004 East Fowler Avenue, Suite E, Tampa, Florida 33617

5. Registered Agent and Office. The name of the initial registered agent of the Company is David D'Onofrio. The street address of the initial registered agent of the Company is 5004 East Fowler Avenue, Suite E, Tampa, Florida 33617.

6. Management of the Company. The Company shall be managed by one or more managers in accordance with the Operating Agreement adopted by the members.

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company in accordance with the provisions of such agreement.

The undersigned executed these Articles of Organization on the 1 day of June, 2005.

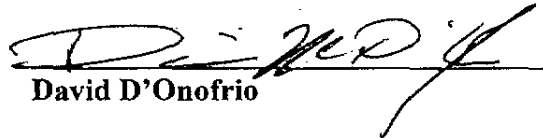


DAVID D'ONOFRIO, Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


David D'Onofrio

Dated: June 7, 2005.