

L/2000135938

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

P96-33648

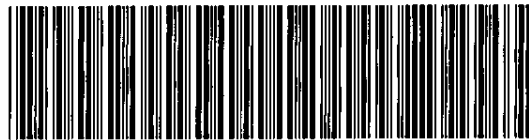
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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OCT 25 2012  
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TALLAHASSEE, FLORIDA

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Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

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STATE DEPT. OF STATE  
TALLAHASSEE, FL 32301

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Heron Cove National, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in

Pick up time \_\_\_\_\_

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

**NEW FILINGS**

Profit

Not for Profit

Limited Liability

Domestication

Other Conversion

**AMENDMENTS**

Amendment

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

**OTHER FILINGS**

Annual Report

Fictitious Name

**REGISTRATION/QUALIFICATION**

Foreign

Limited Partnership

Reinstatement

Trademark

Other

Examiner's Initials

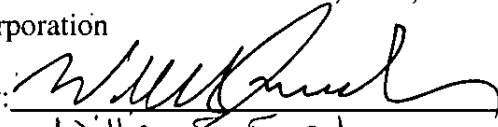
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CERTIFICATE OF CONVERSION

Pursuant to Section 607.1113 and 608.439 of the Florida Statutes, Heron Cove National, Inc., a Florida corporation (the "Company"), hereby submits the attached Articles of Organization and this Certificate of Conversion to convert the Company into Heron Cove National, LLC, a Florida limited liability company (the "LLC"):

1. The Company has been converted into a Florida limited liability company in accordance with the Florida Business Corporation Act and the conversion complies with the Florida Limited Liability Company Act.
2. A plan of conversion was approved by the Company in accordance with the Florida Business Corporation Act and there are no general partners of the surviving entity.
3. The Company has agreed to pay any shareholders of the Company having appraisal rights the amount to which they are entitled pursuant to Sections 607.1301 through 607.1333 of the Florida Statutes.
4. The name of the Company immediately prior to filing this document was Heron Cove National, Inc.
5. The date on which and the jurisdiction in which the Company was first created or otherwise came into being are:
  - A. Date: April 26, 1996
  - B. Jurisdiction: Florida
6. The name of the LLC as set forth in the attached Articles of Organization is Heron Cove National, LLC.
7. The conversion will be effective as of the date of filing of this Certificate of Conversion with the Secretary of State.


HERON COVE NATIONAL, INC., a Florida corporation

By:   
Name: William S. Friedman  
Title: CEO

HERON COVE NATIONAL, LLC, a Florida

limited liability company

By: TARRAGON CORPORATION, a Nevada  
corporation, its member

By:   
Name: William S. Friedman  
Title: CEO

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SHREVE PORT OF STATE  
TAMPAH ASSOCIATES, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
HERON COVE NATIONAL, LLC

The undersigned, being the sole member and desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I — NAME:

The name of the limited liability company is HERON COVE NATIONAL, LLC (the "Company").

ARTICLE II — ADDRESS:

The mailing address and street address of the Company's principal office is:

c/o Beachwold Residential LLC  
192 Lexington Avenue  
Suite 901  
New York, NY 10016

SECRETARY OF STATE  
STATE OF FLORIDA

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ARTICLE III – COMMENCEMENT OF EXISTENCE:

The duration of the Company shall be perpetual. The Company's existence begins on the date and at the time when these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE IV – CONTINUATION OF LIMITED LIABILITY COMPANY:

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE V – REGISTERED AGENT AND OFFICE:

The name and street address of the Company's initial registered agent for service of process in the state is:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

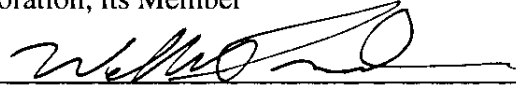
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ARTICLE VI — MANAGEMENT AND AUTHORITY:

The Company shall be a member-managed limited liability company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 24 day of October, 2012.

TARRAGON CORPORATION, a Nevada corporation, its Member

By:   
Title: CEO  
Name: William S. Friedman

**ACCEPTANCE OF REGISTERED AGENT**

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and I acknowledge that I am familiar with, and accept, the obligations of such position.

Date: October 24, 2012

CT CORPORATION SYSTEM, Registered Agent

By: *Madonna Cuddihy*  
Title: Madonna Cuddihy  
Name: Special Assistant Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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