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12/02/10--01024--006 \*\*25.00

EFFECTIVE DATE  
12/14/10

10 DEC 14 PM 1:22  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Document Number)

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LAW OFFICES OF  
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**Judith S. Nelson**  
Former Judge of Compensation Claims

•••••

**Mirlene E. Dubreuzé**  
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December 1, 2010

**PERSONAL AND CONFIDENTIAL**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Kenco Communities at Mirasol, LLC.**

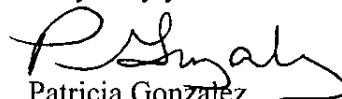
Dear Sir/Madam:

Enclosed please find the following with respect to the above referenced matter:

1. Cover letter, Application for Foreign Qualification and check in the amount of \$125.00; and
2. Certificate of Conversion with check in the amount of \$25.00.

If you should have any questions, please feel free to contact me.

Very truly yours,

  
Patricia Gonzalez  
Paralegal

/pg  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 7, 2010

NELSON & NELSON, P.A., ATTN: PATRICIA GONZALEZ  
2775 SUNNY ISLES BLVD., SUITE 118  
NORTH MIAMI BEACH, FL 33160

SUBJECT: KENCO COMMUNITIES AT MIRASOL, LLC  
Ref. Number: L09000086971

We have received your document for KENCO COMMUNITIES AT MIRASOL, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock  
Senior Section Administrator

Letter Number: 710A00028397

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Attorney at Law

**OF COUNSEL**

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Board Certified Taxation

February 9, 2011

**PERSONAL AND CONFIDENTIAL**

Brenda Tadlock, Sr. Section Administrator  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: *Kenco Communities at Mirasol, LLC.***

Dear Ms. Tadlock:

Enclosed please find the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. In addition, I have enclosed the Certificate of Conversion for Florida Limited Liability Company into "Other Business Entity". I have also enclosed the Delaware Certificate of Conversion, Certificate of Formation and the Certificate of Good Standing. Pursuant to our telephone conversation on or about December 6<sup>th</sup> or 7<sup>th</sup>, 2010, you processed the filing fee checks and the funds are on account with your office.

Thank you so much for your assistance in this matter. If you should have any questions, please contact me.

Very truly yours,



Patricia González  
Paralegal

PG  
Enclosures

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Kenco Communities at Mirasol, LLC  
Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Jennifer E. Okular  
Contact Person

Nelson & Nelson  
Firm/Company

2775 Sunny Beach Blvd., #118  
Address

North Miami Beach, FL 33160  
City, State and Zip Code

jennifer@estatetaxlawyers.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Okular at ( 305 ) 932-2000  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee       \$30.00 Filing Fee and Certificate of Status       \$55.00 Filing Fee and Certified Copy       \$60.00 Filing Fee, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion**  
For  
**Florida Limited Liability Company**  
Into  
**"Other Business Entity"**

EFFECTIVE DATE  
12/14/10

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Kenco Communities at Mirasol, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

Kenco Communities at Mirasol, LLC M11-784

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a \_\_\_\_\_ limited liability company  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of \_\_\_\_\_ Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: \_\_\_\_\_ December 14, 2010 \_\_\_\_\_

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 DEC 14 PM 1:22

8. This conversion shall be effective in Florida on: December 14, 2010.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

1000 Clint Moore Road, Suite 110

Boca Raton, FL 33487

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 1000 Clint Moore Road, Suite 110

Boca Raton, FL 33487

Mailing Address: 1000 Clint Moore Road, Suite 110

Boca Raton, FL 33487

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 8 day of February, 2011

Signature: Jennifer Okular

Must be signed by a Member or Authorized Representative.

Printed Name: Jennifer Okular Title: Authorized Representative

**Fees:** Filing Fee: \$25.00  
Certified Copy: \$30.00 (Optional)  
Certificate of Status: \$ 5.00 (Optional)