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10 MAY 28 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES

MAY 28 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ZRS Management, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Patti Williams

(Contact Person)

Broad and Cassel

(Firm/Company)

(Address)

(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Patti Williams

(Name of Contact Person)

at (850) 681-6810

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☒ \$185.00 Filing Fees,
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
OF
ZOM RESIDENTIAL SERVICES, INC. S82595
(a Florida corporation)
TO
ZRS MANAGEMENT, LLC
(a Florida limited liability company)

FILED
10 MAY 28 PM 3:14
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

Pursuant to the provisions of Chapters 607 and 608 of the Florida Statutes, this Certificate of Conversion and attached Articles of Organization are submitted to convert ZOM Residential Services, Inc., a Florida corporation, into ZRS Management, LLC, a Florida limited liability company.

1. The Articles of Incorporation of ZOM Residential Services, Inc. (the "Corporation") were duly filed with the Florida Secretary of State on September 25, 1991. The Florida document number for the Corporation is S82595.

2. The name of the Corporation prior to conversion to a limited liability company is ZOM Residential Services, Inc.

3. The name of the limited liability company into which the Corporation will convert, as provided by the attached Articles of Organization, shall be ZRS Management, LLC.

4. The plan of conversion was approved by the shareholders and directors of the Corporation as required by Chapter 607, Florida Statutes.

5. The effective date of this Certificate of Conversion shall be May 31, 2010 (the "Effective Date").

6. ZRS Management, LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled, if any, under Sections 607.1301 - 607.1333, Florida Statutes.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed and is effective as of the Effective Date.

ZOM RESIDENTIAL SERVICES, INC.
ZRS MANAGEMENT, LLC

By: Steven K Buck
Name: STEVEN K BUCK
Title: PRESIDENT

ARTICLES OF ORGANIZATION

OF

ZRS MANAGEMENT, LLC

The undersigned, acting as the organizer of ZRS Management, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is ZRS Management, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the Company is 2001 Summit Park Drive, Suite 300, Orlando, Florida 32810.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Member(s), unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the written consent of the then existing Members of the Company owning a majority of the outstanding percentage interest in the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Flor Development, Inc. and the street address of the Company's initial registered office is 2001 Summit Park Drive, Suite 300, Orlando, Florida 32810.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

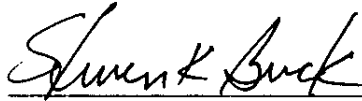
ARTICLE IX - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization effective as May 31, 2010.



Steven K. Buck

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10 MAY 28 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is ZRS Management, LLC.
2. The name and address of the registered agent and office is:

Flor Development, Inc.
2001 Summit Park Drive
Suite 300
Orlando, Florida 32810

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

FLOR DEVELOPMENT, INC.

By: Kimberly P. Ross
Name: Kimberly P. Ross
Title: SVP/Treasurer

Dated this 26th day of May, 2010.