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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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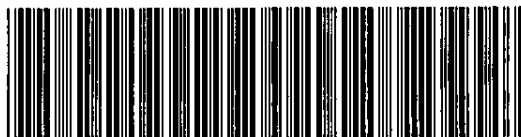
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 919472 6258A

AUTHORIZATION :

COST LIMIT : \$150.00

ORDER DATE : December 18, 2015

ORDER TIME : 8:45 AM

ORDER NO. : 919472-005

CUSTOMER NO: 6258A

DOMESTIC CONVERSION FILING

NAME: ESPERIA AT BONITA BAY, INC.

EFFECTIVE DATE:

☒ ARTICLES OF CONVERSION  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF CONVERSION  
FOR  
ESPERIA AT BONITA BAY, INC.  
INTO  
ESPERIA AT BONITA BAY, LLC**

These Articles of Conversion and attached Articles of Organization are submitted to convert Esperia at Bonita Bay, Inc. as the "Other Business Entity" into Esperia at Bonita Bay, LLC in accordance with §605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is Esperia at Bonita Bay, Inc.

2. Esperia at Bonita Bay, Inc. is a corporation first incorporated under the laws of the State of Florida on October 5, 2004 (Document Number P04000137972).

3. The name of the Florida limited liability company to which the "Other Business Entity" is converting is Esperia at Bonita Bay, LLC as set forth in the attached Articles of Organization.

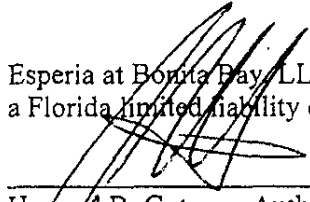
4. The effective date is the date of filing of these Articles of Conversion.

5. The plan of conversion has been approved in accordance with all applicable statutes.

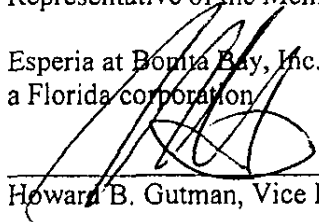
6. The sole shareholder of Esperia at Bonita Bay, Inc. has approved the conversion and there are no shareholders with appraisal rights.

Signed this 17 day of December, 2015.

Esperia at Bonita Bay, LLC,  
a Florida limited liability company

  
Howard B. Gutman, Authorized  
Representative of the Member

Esperia at Bonita Bay, Inc.,  
a Florida corporation

  
Howard B. Gutman, Vice President

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## **ARTICLES OF ORGANIZATION**

### **OF**

## **ESPERIA AT BONITA BAY, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

### **ARTICLE I – NAME**

The name of the limited liability company shall be ESPERIA AT BONITA BAY, LLC (the “Company”).

### **ARTICLE II – ADDRESS**

The street address and mailing address of the principal office of the Company is 4200 Gulf Shore Blvd. North, Naples, FL 34103

### **ARTICLE III – DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

### **ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida is C. Neil Gregory, 4001 Tamiami Trail North, Suite 250, Naples, Florida 34103.

### **ARTICLE V – MANAGEMENT**

The Company shall be managed by its manager. The initial manager of the Company is Howard B. Gutman, whose address is 4200 Gulf Shore Blvd. North, Naples, FL 34103

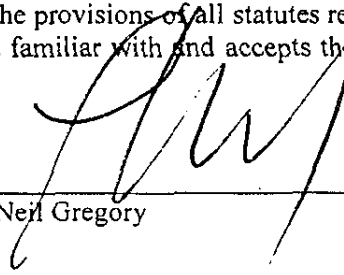
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419741.1 12/4/2015

IN WITNESS WHEREOF, the undersigned authorized representative of a member has made and subscribed these Articles of Organization on the 17 day of December, 2015.

  
Howard B. Gutman, Authorized Representative

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Esperia at Bonita Bay, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of any duties, and is familiar with and accepts the obligations of the position of registered agent.

  
C. Neil Gregory

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA