

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

600003164616--3
-03/10/00--01001--022
*****87.50 *****87.50

Corporation(s) Name

Sumnerwoods of Nassau County, Ltd.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -9 PM 2:53

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement <i>Conversion</i>	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

Name Availability: _____
Document Examiner: _____
Updater: _____
Verifier: _____

Acknowledged
W.P. Verifiers
TALLAHASSEE
DIVISION OF CORPORATIONS
SECRETARY OF STATE

Please Return Extra
Copies File Stamped
To:
Melanie Strickland

MAR -9

Thank You!

00 MAR -9 PM 3:38

RECEIVED

B/K 3/10/00

NOTICE OF CONVERSION
AND CERTIFICATE OF LIMITED PARTNERSHIP OF
SUMMERWOODS OF NASSAU COUNTY, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -9 PM 2:53

The undersigned, in order to cause and evidence the conversion of that certain partnership known as Summerwoods of Nassau County, a Florida general partnership, in accordance with sections 620.105, 620.108, 620.114 and 620.8902, Florida Statutes (1997), certify the following:

1. The name of the partnership is Summerwoods of Nassau County, Ltd., a Florida limited partnership (the "Partnership").
2. The Partnership was converted to a limited partnership from a general partnership by unanimous written consent of all of the partners representing all of the partnership interests outstanding and dated as of December 11, 1998, as permitted under section 620.8902(2), Florida Statutes (1997).
3. The former name of the Partnership was Summerwoods of Nassau County.
4. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207.
5. The name and address of the initial registered agent of the Partnership in the state of Florida is LEONARD W. W. W. W. JCD Summerwoods, L.L.C., 3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207.

6. The name and address of the general partners of the Partnership are as follows:

<u>Name</u>	<u>Address</u>
JCD Summerwoods, L.L.C.	3740 Beach Boulevard Suite 300 Jacksonville, Florida 32207
WCD Summerwoods, L.L.C.	3348 Edgewater Drive Orlando, Florida 32804

7. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed with the Florida Department of State and shall be perpetual, unless sooner dissolved in accordance with the Agreement of Limited Partnership of Summerwoods of Nassau County, Ltd., or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership this 22 day of December, 1998.

GENERAL PARTNERS:

JCD SUMMERWOODS, L.L.C., a
Florida limited liability company

By: Jack C. Demetree
Jack C. Demetree
Managing Member

WCD SUMMERWOODS, L.L.C., a
Florida limited liability company

By: William C. Demetree
William C. Demetree
Managing Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR -9 PM 2:53

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
SUMMERWOODS OF NASSAU COUNTY, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -9 PM 2:53

Pursuant to Sections 48.091 and 620.105, Florida Statutes (1997), the undersigned limited liability company, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Summerwoods of Nassau County, Ltd., a Florida limited partnership, does hereby accept the appointment as such Registered Agent for the above-named limited partnership, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office, which Registered Office is located at 3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, the undersigned, on behalf of the designated Registered Agent, has executed this Certificate in Jacksonville, Florida, on this 22 day of December, 1998.

JCD SUMMERWOODS, L.L.C., a
Florida limited liability company

By: Jack C. Demetree
Jack C. Demetree
Managing Member

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

Jack C. Demetree, as the managing member of JCD Summerwoods, L.L.C., on behalf of said limited liability company as an authorized general partner of Summerwoods of Nassau County, Ltd., being duly sworn, says that JCD Summerwoods, L.L.C. and WCD Summerwoods, L.L.C., are the general partners of Summerwoods of Nassau County, Ltd., a Florida limited partnership (the "Partnership"), and that the sum of One Thousand and No/100 Dollars (\$1,000.00) shall be contributed to the Partnership by the limited partners of said Partnership. No additional limited partner contributions are anticipated.

GENERAL PARTNER:

JCD SUMMERWOODS, L.L.C., a
Florida limited liability company

By: Jack C. Demetree
Jack C. Demetree
Managing Member

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22nd day of December, 1998, by Jack C. Demetree, as managing member of JCD Summerwoods, L.L.C., a Florida limited liability company, as general partner of Summerwoods of Nassau County, Ltd., a Florida limited partnership, on behalf of the partnership. He (☒) is personally known to me or (☐) has produced _____ as identification.

Marian K. Allen
Printed: MARIAN K. Allen
Notary Public, State of Florida at Large
My commission expires:
Commission No.:

(Notarial Seal) Marian K. Allen
MY COMMISSION # CC665866 EXPIRES
July 22, 2001
BONDED THRU TROY FAIR INSURANCE, INC.