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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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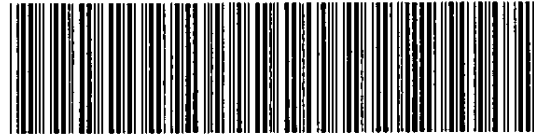
(Business Entity Name)

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SECRETARY OF STATE  
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EXAMINER

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
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July 21, 2010

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

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DIVISION OF CORPORATE  
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Re: Order #: 7884747 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Park Place at SunTree II, LLLP (FL)  
Conversion  
Florida

Park Place at SunTree II, LLLP (FL)  
Formation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
10 JUL 21 PM 12:52

## **CERTIFICATE OF CONVERSION**

Park Place at Suntree, L.P., a Indiana limited partnership, hereby submits this Certificate of Conversion pursuant to § 620.2104, *Florida Statutes*, to the Department of State of the State of Florida.

### **ARTICLE I NAME**

The name of the entity to be converted pursuant hereto is Park Place at Suntree, L.P.

### **ARTICLE II DATE AND JURISDICTION OF ORGANIZATION**

Park Place at Suntree, L.P. was first organized on May 11, 1999 under the laws of the State of Indiana.

### **ARTICLE III FORM OF ENTITY**

Park Place at Suntree, L.P. is a limited partnership subject to the laws of the State of Indiana. This conversion is permitted under the laws of the State of Indiana pursuant to § 23-1-38.5-10, *Indiana Code*.

### **ARTICLE IV CONVERSION**

Park Place at Suntree, L.P. shall be converted into a Florida limited liability limited partnership organized under Chapter 620, *Florida Statutes*. The name of the limited liability limited partnership shall be Park Place at Suntree II, LLLP. This conversion has been approved by the general and limited partners of Park Place at Suntree, L.P. required under the *Florida Revised Uniform Limited Partnership Act* which shall be the governing law of Park Place at Suntree II, LLLP.

### **ARTICLE V CERTIFICATE OF LIMITED PARTNERSHIP**

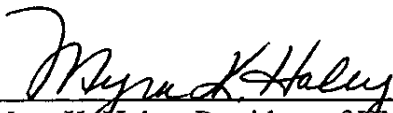
The Certificate of Limited Partnership of Park Place at Suntree II, LLLP, a Florida limited liability limited partnership, has been submitted to the Department of State of the State of Florida contemporaneously with this Certificate of

Conversion.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion this 25 day of may, 2010.

**PARK PLACE AT SUNTREE, L.P.:**

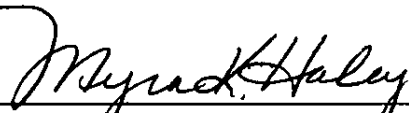
HMM, Inc., General Partner

  
Myra K. Haley, President of HMM, Inc.

Date Signed: May 25, 2010

**PARK PLACE AT SUNTREE II, LLLP:**

HMM, Inc., General Partner

  
Myra K. Haley, President of HMM, Inc.

Date Signed: May 25, 2010

**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
PARK PLACE AT SUNTREE II, LLLP,  
a Florida Limited Liability Limited Partnership**

Park Place at Suntree II, LLLP, a Florida limited liability limited partnership, hereby submits this Certificate of Limited Partnership pursuant to § 620.1201, *Florida Statutes*, to the Department of State of the State of Florida.

**ARTICLE I  
NAME**

The name of the entity to be formed hereby is Park Place at Suntree II, LLLP.

**ARTICLE II  
STREET ADDRESS OF INITIAL DESIGNATED OFFICE**

The street address of the initial designated office of Park Place at Suntree II, LLLP is 7640 North Wickham Road, Suite 101B, Melbourne, Florida 32940.

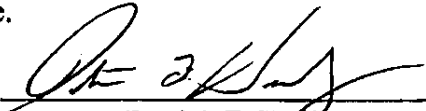
**ARTICLE III  
MAILING ADDRESS OF INITIAL DESIGNATED OFFICE**

The mailing address of the initial designated office of Park Place at Suntree II, LLLP is P.O. Box 410999, Melbourne, Florida 32941.

**ARTICLE IV  
NAME AND ADDRESS OF REGISTERED AGENT**

The initial registered agent of Park Place at Suntree II, LLLP is Patrick F. Healy, Esq., whose street address is 1795 West Nasa Boulevard, Melbourne, Florida 32901.

The undersigned hereby states that he is familiar with the obligations of a registered agent under Chapter 620, *Florida Statutes*, and hereby accepts to act in that capacity and agrees to comply with the provisions of said Chapter relative to keeping open said office.

  
Patrick F. Healy, Esq.

Date Signed: May 12, 2010

#### **ARTICLE V GENERAL PARTNERS**

The name and business address of the general partner of Park Place at Suntree II, LLLP is:


HMM, Inc., a Florida corporation  
7640 North Wickham Road  
Suite 101B  
Melbourne, Florida 32941

P92000015301

#### **ARTICLE VI ELECTION TO BE A LIMITED LIABILITY LIMITED PARTNERSHIP**

Park Place at Suntree II, LLLP elects to be a Florida limited liability limited partnership.

HMM, Inc., General Partner

By:   
Name: Myra K. Haley  
Title: President  
Date: May 25, 2010