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(Address)

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EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 15, 2011

RICHARD EARLE
FISHER & SAULS P.A.
P.O. BOX 387
ST. PETERSBURG, FL 33731

SUBJECT: CARLTON ARMS OF WINTER PARK, LLLP
Ref. Number: W11000037328

We have received your document for CARLTON ARMS OF WINTER PARK, LLLP and your check(s) totaling \$1052.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must state the date on which, and the jurisdiction in which, the other business entity was first organized and, if changed, its jurisdiction immediately prior to the conversion.

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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 411A00016818

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REPLY TO:
P.O. BOX 387,
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TELEPHONE (727) 822-2033
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*Board Certified - Wills, Trusts and Estates
**Board Certified - Real Estate

July 11, 2011

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Conversion - Carlton Arms of Winter Park, LLLP
Conversion - Carlton Arms of St. Petersburg, LLP

Dear Sir/Madam:

Please find enclosed a Certificate of Conversion and Certificate of Limited Partnership for each of the above entities together with a check for each entity in the amount of \$1,052.50 representing the conversion fee. Please proceed to initiate the conversion and provide us confirmation of same.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

FISHER & SAULS, P.A.

Richard T. Earle

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TALLAHASSEE, FLORIDA

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/jb
Enclosures.

284038

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CERTIFICATE OF CONVERSION

The undersigned, the General Partners of Carlton Arms of Winter Park, LLLP, for the purpose of converting Carlton Arms Apartments Company, a New York general partnership, to a Florida limited liability limited partnership, hereby files this Certificate of Conversion pursuant to Section 620.2104, Florida Statutes, and state:

1. The limited liability limited partnership was converted from a general partnership.
2. The converting organization is Carlton Arms Apartments Company, a New York general partnership, August 23, 1966.
3. The conversion was approved by the general partners as required by the Florida Revised Uniform Limited Partnership Act of 2005.
4. The conversion was by unanimous vote of the general partners of the converting general partnership and complies with the converting organization governing law.

Signed this 18th day of May, 2011.

Signatures of the general partners:

Carlton Arms Apartments Company,
a New York general partnership, the
converting organization

Carlton Arms of Winter Park, LLLP,
a Florida limited liability limited partnership

By: Mahaffey Associates Winter Park, LLLP,
a Florida limited liability limited partnership

By: Mahaffey Associates Winter Park, LLLP,
a Florida limited liability limited partnership

By: Winter Park General Property, LLC,
its sole general partner

By: Winter Park General Property,
LLC, its sole general partner

By: James W. Mahaffey
James W. Mahaffey, Manager

By: James W. Mahaffey
James W. Mahaffey, Manager

By: Mark T. Mahaffey
Mark T. Mahaffey, Manager

By: Mark T. Mahaffey
Mark T. Mahaffey, Manager

By: Winter Park General Partner, LLC,
a Florida limited liability company

By: Winter Park General Partner, LLC,
a Florida limited liability company

By: James W. Mahaffey
James W. Mahaffey, Manager

By: James W. Mahaffey
James W. Mahaffey, Manager

By: Mark T. Mahaffey
Mark T. Mahaffey, Manager

By: Mark T. Mahaffey
Mark T. Mahaffey, Manager

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CARLTON ARMS OF WINTER PARK, LLLP

The undersigned, as the General Partners of Carlton Arms of Winter Park, LLLP, for the purpose of converting Carlton Arms Apartments Company, a New York general partnership, into a Florida limited liability limited partnership, hereby files this Certificate of Limited Partnership pursuant to Section 620.1201, Florida Statutes, and states:

1. The name of the limited liability limited partnership is Carlton Arms of Winter Park, LLLP.


2. The street and mailing address of the initial designated office of the limited liability limited partnership is 731 Jamestown Drive, Winter Park, Florida 32792.

3. The name and the Florida street address of the initial registered agent for the service of process in this state is:

Winter Park General Partner, LLC
731 Jamestown Drive
Winter Park, Florida 32792

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 as provided for in Chapter 608, F.S.

Winter Park General Partner, LLC,
a Florida limited liability company

By: 
James W. Mahaffey, Manager

4. The general partners of the limited liability limited partnership and their respective business addresses are:

a. Mahaffey Associates Winter Park, LLLP,
a Florida limited liability limited partnership
731 Jamestown Drive
Winter Park, Florida 32792

b. Winter Park General Partner, LLC,
a Florida limited liability company
731 Jamestown Drive
Winter Park, Florida 32792

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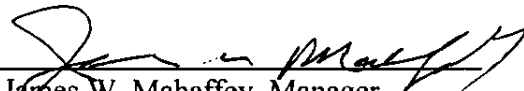
5. The limited partnership is a limited liability limited partnership.

Signed this 18th day of May, 2011.

Signature of the general partners:

MAHAFFEY ASSOCIATES WINTER PARK, LLLP,
a Florida limited liability limited partnership

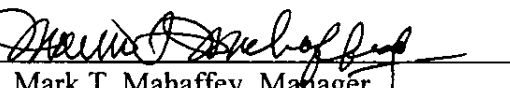
By: WINTER PARK GENERAL PROPERTY, LLC,
a Florida limited liability company,
its sole general partner

By: 
James W. Mahaffey, Manager

By: 
Mark T. Mahaffey, Manager

WINTER PARK GENERAL PARTNER, LLC,
a Florida limited liability company

By: 
James W. Mahaffey, Manager

By: 
Mark T. Mahaffey, Manager

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