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(Requestor's Name)

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(City/State/Zip/Phone #)

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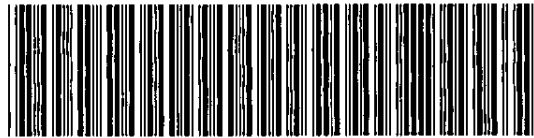
(Business Entity Name)

(Document Number)

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15 FEB -4 PM 4:53

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**DATE: 02-04-15**

**NAME:** THE VILLAGES AT NOAH'S LANDING, LTD

**TYPE OF FILING: CERTIFICATE OF LIMITED PARTNERSHIP**

**COST: 1061.25**

**RETURN: CERTIFIED COPY AND GOOD STANDING**

ACCOUNT: ~~Re: account~~

**AUTHORIZATION:** ~~ABBI PAUL HODGE~~

**CERTIFICATE OF CONVERSION  
FOR  
THE VILLAGES AT NOAH'S LANDING, LLC  
INTO  
THE VILLAGES AT NOAH'S LANDING, LTD**

FILED  
15 FEB -4 PM 2:30  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF FLORIDA

In accordance with Section 620.2104, Florida Statutes, this Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following Florida limited liability company (the "Converting Entity") into a Florida limited partnership (the "Limited Partnership").

1. The name of the Converting Entity immediately prior to the filing of this Certificate of Conversion was THE VILLAGES AT NOAH'S LANDING, LLC, a limited liability company duly organized and existing under the laws of the State of Florida as of the 16<sup>th</sup> day of October in the year 2013.

2. The name of the Limited Partnership will be THE VILLAGES AT NOAH'S LANDING, LTD.

3. This conversion was approved as required by Chapter 620, Florida Statutes, and was approved in such a manner that complied with the Operating Agreement of the Converting Entity.

4. The Articles of Conversion of the Converting Entity are attached hereto as Exhibit A.

5. This Certificate of Conversion shall be effective as of the effective date of the Certificate of Limited Partnership.

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Signed this 27<sup>th</sup> day of February, 2015.

FILED  
15 FEB -4 PM 2:30  
SHERIFF'S OFFICE  
TALLAHASSEE, FLORIDA

**GENERAL PARTNER**, as listed in attached Certificate of Limited Partnership:

THE VILLAGES AT NOAH'S LANDING MEMBERS, LLC, a Florida limited liability company

By: Noah's Ark of Central Florida, Inc., a Florida non-profit corporation, its sole member

By: [Signature]

Name: Philip R. Bossen

Title: President

**CONVERTING ENTITY:**

THE VILLAGES AT NOAH'S LANDING, LLC

By: The Villages at Noah's Landing Members, LLC, a Florida limited liability company, its sole member

By: Noah's Ark of Central Florida, Inc., a Florida non-profit corporation, its sole member

By: [Signature]

Name: Philip R. Bossen

Title: President

**EXHIBIT A**

Articles of Conversion

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15 FEB -4 PM 2:30

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FEB 15 1964  
FBI - MEMPHIS

**ARTICLES OF CONVERSION**  
**For**  
**THE VILLAGES AT NOAH'S LANDING, LLC**  
**Into**  
**THE VILLAGES AT NOAH'S LANDING, LTD**

FILED  
FEB -4 PM 2:30  
15  
CLERK OF CIRCUIT COURT  
JANUARY 13, 2015  
JANUARY 13, 2015

In accordance with the provisions of Chapters 605 of the Florida Statutes, this Articles of Conversion is submitted to convert the following Florida limited liability company (the "Converting Entity") into a Florida limited partnership (the "Converted Entity").

1. The name of the Converting Entity is VILLAGES AT NOAH'S LANDING, LLC, a limited liability company duly organized and existing under the laws of the State of Florida.

2. The name of Converted Entity shall be THE VILLAGES AT NOAH'S LANDING, LTD, a limited partnership formed under the laws of the State of Florida.

3. The plan of conversion has been approved by members of the Converting Entity, in accordance with Sections 605.1041 – 605.1046, Florida Statutes.

4. This conversion shall be effective on the effective date of the Certificate of Limited Partnership.

5. The Converted Entity has agreed to pay any members of Converting Entity having appraisal rights the amount to which such members are entitled, under Sections 605.1006, and 605.1061 – 605.1072, Florida Statutes.

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Signed on this 4<sup>th</sup> day of February, 2015.

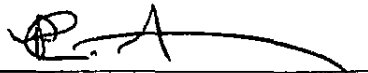
FILED  
15 FEB -4 PM 2:30  
CLERK OF DISTRICT COURT  
JANUARY 2015

**MEMBERS:**

THE VILLAGES AT NOAH'S LANDING, LLC,  
a Florida limited liability company

By: The Villages at Noah's Landing Members,  
LLC, a Florida limited liability company, its  
sole member

By: Noah's Ark of Central Florida, Inc., a  
Florida non-profit corporation, its  
sole member

By: 

Name: Philip R. Bossen

Title: President

**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
THE VILLAGES AT NOAH'S LANDING, LTD**

FILED  
15 FEB -11 PM 2:30  
HAWAIIAN TERRITORY  
RECEIVED  
FEBRUARY 11 2015

In accordance with Chapter 620 of the Florida Statutes, this Certificate of Limited Partnership hereby gives notice of the following:

1. In accordance with Section 620.1108, Florida Statutes, the name of the Partnership is The Villages at Noah's Landing, Ltd (hereinafter the "Limited Partnership").
2. The Limited Partnership's initial designated office has a street and mailing address of 2225 East Edgewood Drive, Suite 6, Lakeland, Florida 33803.
3. The Limited Partnership's initial registered agent is Robert O. Sammons, whose acceptance is attached, and whose address is 1556 Sixth Street S.E., Winter Haven, FL 33880.
4. The Limited Partnership's sole general partner is THE VILLAGES AT NOAH'S LANDING MEMBERS, LLC., a limited liability company duly organized and existing under the laws of the State of Florida, whose address is 2225 East Edgewood Drive, Suite 6, Lakeland, Florida 33803.
5. The Limited Partnership is not a limited liability limited partnership.
6. The effective date of formation of the Limited Partnership is February 4, 2015.

This Certificate has been executed by the undersigned as of the 4th day of February, 2015.

**SOLE GENERAL PARTNER:**

**THE VILLAGES AT NOAH'S LANDING  
MEMBERS, LLC., a Florida limited liability  
company**

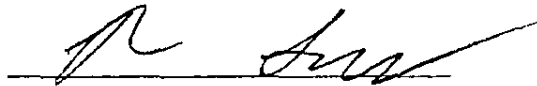
By: [Signature]  
Name: Philip P. Gessen  
Title: President



ACCEPTANCE OF REGISTERED AGENT

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 4 day of February, 2015.

  
Robert O. Sammons

FILED  
15 FEB -6 PM 2:30  
REGISTRAR OF STATE  
TALLAHASSEE, FLORIDA