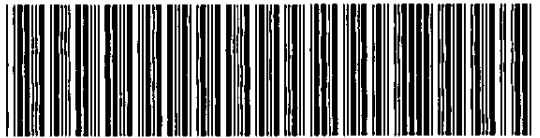


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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(Document Number)

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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: ~~ITC ACCOUNTS~~

AUTHORIZATION: ~~ABBIE PAUL HODGE~~

FILED
15 FEB -4 PM 2:30
REGISTERED CLERK
TALLAHASSEE, FLORIDA

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

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 16th 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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FILED
15 FEB -11 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 4th day of February, 2015.

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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STATE
CLERK
OFFICE

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

15
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FILED
RECORDS & CLERK
TALLAHASSEE, FLORIDA

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 17 day of February, 2015.

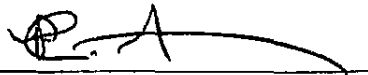
FILED
15 FEB -4 PM 2:30
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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

FILED
15 FEB -11 PM 2:30
HERRING COUNTY CLERK
TALLAHASSEE, FLORIDA

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

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:

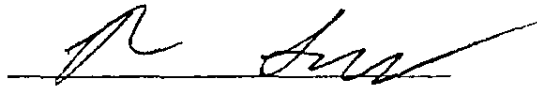
THE VILLAGES AT NOAH'S LANDING MEMBERS, LLC., a Florida limited liability company

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

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TALLAHASSEE, FLORIDA