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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

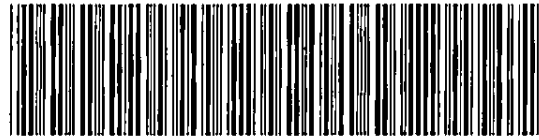
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**Oct 15, 2018 08:00 AM**  
**Secretary of State**

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**T. CLINE**  
OCT 16 2018  
**EXAMINER**

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Florida Homes 3 L.P.  
Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Marvin D. Nathan, Esq.  
Contact Person  
Nathan Sommers Jacobs  
Firm/Company  
2800 Post Oak Blvd., 61st Floor  
Address  
Houston, TX 77056  
City, State and Zip Code  
mnathan@nathansommers.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marvin D. Nathan, Esq. at ( 713 ) 892.4833  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$1,052.50 Filing Fees ☐ \$1,061.25 Filing Fees ☐ \$1,105.00 Filing Fees ☐ \$1,113.75 Filing Fees.  
( \$52.50 for Conversion and Certificate of Status and Certified Copy Certified Copy, and  
and \$1,000 - Certificate) Status and Certified Copy Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**Oct 15, 2018 08:00 AM**  
**Secretary of State**

**Certificate of Conversion**  
For  
**"Other Business Organization"**  
Into  
**Florida Limited Partnership or Limited Liability Limited Partnership**

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s.620.2104, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Florida Homes 3 LLC

CLB-56957

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a \_\_\_\_\_ limited liability company  
(Enter entity type. Example: corporation, limited liability company, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of \_\_\_\_\_ Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on 04/18/2013  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership:

Florida Homes 3 LLP

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(s) in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 15 day of October, 202018.

**Signature of Each General Partner Listed in Attached Certificate of Limited Partnership/Limited Liability Limited Partnership:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: [Signature]  
Printed Name: Shraga Peled Title: President of MTDP3 Co., GP

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**Required Signature(s) on behalf of Other Business Entity:** Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]  
Printed Name: Shraga Peled Title: Class A Member

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: (\$965 Filing Fee and \$35 Filing Fee)	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

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**Oct 15, 2018 08:00 AM**  
**Secretary of State**

**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
FLORIDA LIMITED PARTNERSHIP  
OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. Florida Homes 3 LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)  
*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*  
*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P., or LLLP.*

2. 2400 E. Commercial Blvd., Suite 706

Street address of initial designated office

Fort Lauderdale, Florida 33308

3. Dee Chopyak

Name of Registered Agent for Service of Process

4. 2400 E. Commercial Blvd., Suite 706

Florida street address for Registered Agent

Fort Lauderdale, Florida 33308

5. *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.*

  
Signature of Registered Agent

6. Mailing address of initial designated office

2400 E. Commercial Blvd., Suite 706, Fort Lauderdale, Florida 33308

7. If limited partnership elects to be a limited liability limited partnership, check box ☐.

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**Secretary of State**

8. Name and business address of each general partner:

Name:

Business Address:

MTDP3 Co.

2800 Post Oak Blvd., 61st Floor

FIR-3263

Houston, Texas 77056

Signed this 15 day of October, 2018

Signature of each general partner: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

MTDP3 Co., General Partner

By: X

Shraga Peled, President