

 **L01000005059**  
TARRAGON REALTY INVESTORS, INC.

Isabel C. DeLeon  
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March 27, 2001

**VIA AIRBORNE EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
Attn: Certification Section

**RE: Danforth Apartment Owners, L.L.C.  
Vineyard at Eagle Harbor, L.L.C.**

700003924167--7  
-03/28/01--01079--002  
\*\*\*185.00 \*\*\*185.00

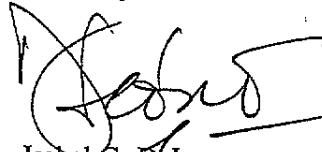
To Whom It May Concern:

In connection with the above referenced entities, please find enclosed herewith Certificates of Conversion, Articles of Organization, together with the registered agent's consent form, for proper filing.

Attached also find 2 checks in the amount of \$185.00. Please forward a certified copy of the Articles of Organization for each entity together with a Certificate of Existence in the enclosed Airborne envelope.

Thank you for your assistance and cooperation in this matter.

Sincerely,




Isabel C. DeLeon,  
Legal Assistant

Enclosures

cc: Charles D. Rubenstein, Esq.  
R. Jeffrey Smith, Esq.  
(fax 860/240-2800)

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**L01-5059**  


## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

**FIRST:** The name of the unincorporated business immediately prior to filing this document was:

**DANFORTH NATIONAL APARTMENTS, LTD.**  
(a Florida limited partnership)


497-2023

**SECOND:** The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: **September 18, 1997**
- B. Jurisdiction: **Florida**
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: **N/A**

**THIRD:** The name of the limited liability company as set forth in the attached articles of organization is:

**DANFORTH APARTMENT OWNERS, L.L.C.**

  
Signature of a Member or an Authorized Representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CHARLES D. RUBENSTEIN**  
Typed or Printed Name of Signee

FILED  
01 MAR 28 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### FILING FEES:

- \$100.00 Filing Fee for Articles of Organization**
- \$ 25.00 Filing Fee for Registered Agent Designation**
- \$ 25.00 Filing Fee for Certificate of Conversion**
- \$ 30.00 Certified Copy (optional)**
- \$ 5.00 Certificate of Status (optional)**

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

Registered agent's acceptance:

C T Corporation System, having been named as registered agent and to accept service of process for Danforth Apartment Owners, L.L.C., in the place designated in the attached document, hereby accepts the appointment as registered agent and agrees to act in this capacity. C T Corporation System further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

C T Corporation System

By



STEPHEN ADAMO  
ASSISTANT SECRETARY

FILED

01 MAR 28 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
DANFORTH APARTMENT OWNERS, L.L.C.,  
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes (the "Act"), and all amendments to the Act, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. **Name.** The name of the limited liability company is Danforth Apartment Owners, L.L.C. (the "Company").

2. **Period Of Duration.** The period of duration of the Company shall be until December 31, 2051.

3. **Purpose.** The purpose for which the Company is organized is to engage solely in the following activities:

(i) To acquire, own, develop, construct, finance, maintain, manage, operate, lease, mortgage, pledge and otherwise deal with certain property in Duval County, Florida to be developed as a multifamily apartment complex; and

(ii) To exercise all powers enumerated in the Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

4. **Mailing And Street Address Of Principal Office.** The street address of the principal office and mailing address of the Company is 1775 Broadway, 23<sup>rd</sup> Floor, New York, New York 10019.

5. **Registered Agent.** The name and address of the initial registered agent for the Company is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

6. **Additional Members.** Members may admit additional members upon the consent of a majority in interest of the then existing members.

7. **Continuity Of Business.** Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless the consent of the remaining members owning a majority-in-interest of the profits interests and of the capital interest of the Company is obtained.

8. **Management.** The Company shall be managed by its managing member, and its name and address is: \_\_\_\_\_

**Managing Member**

Tarragon Development Company, LLC,  
a Delaware limited liability company

**Address**

1775 Broadway  
23<sup>rd</sup> Floor  
New York, New York 10019

The undersigned has executed these Articles of Organization on the \_\_\_\_ day of March, 2001.

**DANFORTH APARTMENT OWNERS, L.L.C.**

By: Tarragon Development Company, LLC,  
a Delaware limited liability company,  
its managing member

By: Tarragon Realty Investors, Inc.,  
a Nevada corporation,  
its Manager

By: \_\_\_\_\_

Charles D. Rubenstein,  
Executive Vice President

FILED  
01 MAR 28 PM 5:00  
CLERK OF DISTRICT COURT  
JUDICIAL DISTRICT OF NEVADA  
CLERK OF DISTRICT COURT