

ES **LO1000021722**

Requester's Name  
2699 South Bayshore Dr.,  
Address  
Miami, Fl. 33133  
City/State/Zip Phone #

7th floor

800004721268--5  
-12/12/01--01045--017  
\*\*\*\*317.50 \*\*\*\*137.50

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

800004721268--5  
-12/12/01--01045--018  
\*\*\*\*\*42.50 \*\*\*\*\*42.50

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FF \$150  
30

eff  
12-31-01

Examiner's Initials

LO1-21722

**CERTIFICATE of CONVERSION**  
**of unincorporated business into**  
**THE GLENS, LLC,**  
**a Florida limited liability company**

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Pursuant to Section 608.439, Florida Statutes, THE GLEN AT FORESTLAKE, an unincorporated business entity, hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company.

JOHN PASSALACQUA and PAUL R. SUSSMAN, being the co-owners of THE GLEN AT FORESTLAKE, an unincorporated business, hereby make, acknowledge, and file this Certificate of Conversion (the "Certificate") converting their unincorporated business into a limited liability company, and state as follows:

1. **Name of unincorporated business.** The name of the unincorporated business immediately prior to the filing of this Certificate of Conversion was The Glen at Forestlake.
2. **Business:** The sole purpose of the business is the ownership and operation of the rental apartments located at 10 Forest Lake Blvd., Daytona Beach, Florida 32119, and more particularly described on Exhibit "A" attached hereto and incorporated herein by reference.
3. **Date and Jurisdiction.** The unincorporated business began on February 26, 1996, in Daytona Beach, Florida.
4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is THE GLENS, LLC.

This instrument prepared by:  
Ana Cela Harris, Esq.  
Florida Bar No: 705403  
Katz, Barron, Squitiero & Faust, P.A.  
2699 S. Bayshore Drive  
7<sup>th</sup> Floor  
Miami, FL 33133  
305-856-2444

5. **Effective Date.** The Conversion of the unincorporated business to the limited liability company will become effective on December 31, 2001.

6. **Approval of Conversion.** The Conversion was approved by all of the owners of the unincorporated business, in the manner provided by the agreement of the owners. The articles of organization and operating agreement of The Glens, LLC, were approved by all of the owners, in the manner provided by the agreement of the owners.

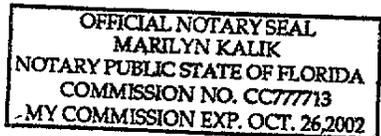
7. **Effect of Conversion.** The Conversion shall not affect any obligations of the owners relating to the business incurred prior to the conversion. Further, upon the effective date of the Conversion, all property of the owners comprising the business, including the real property located at 10 Forest Lake Blvd., Daytona Beach, Florida, shall be vested in THE GLENS, LLC and shall thereafter be the property of THE GLENS LLC.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 6<sup>th</sup> day of December, 2001, in accordance with Florida Statutes, Section 608.439.

*John Passalacqua*  
John Passalacqua, Co-owner/Member  
*Paul R. Sussman*  
Paul R. Sussman, Co-owner/Member

The foregoing instrument was executed in my presence by JOHN PASSALACQUA and PAUL R. SUSSMAN who are personally known to me or who produced a \_\_\_\_\_ as identification, this 6<sup>th</sup> day of December, 2001.

*Marilyn Kalik*  
Notary Public, State of Florida at Large



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THE GLENS

**Exhibit "A"**  
**Legal Description**

A portion of the East one-half of the Southeast one-quarter of Section 25, Township 15 South, Range 32 East, Volusia County, Florida, being more particularly described as follows:

COMMENCE at the Southeast corner of said Section 25; thence North 88° 49' 49" West along the South line of said Section 25 a distance of 1326.91 feet to the West line of the East one-half of the Southeast one-quarter of said Section 25; thence North 00° 44' 32" East along the West line of the East one-half of the Southeast one-quarter of said Section 25 a distance of 696.66 feet to the Southerly right-of-way line of Beville Road (State Road 400) a 200 foot wide right-of-way; thence North 64° 24' 40" East along the Southerly right-of-way line of said Beville Road a distance of 445.13 feet to the POINT OF BEGINNING; thence continue North 64° 24' 40" East along the Southerly right-of-way line of Beville Road a distance of 368.24 feet; thence departing the Southerly right-of-way line of said Beville Road South 22° 10' 43" East a distance of 46.18 feet to a point on a curve, preceding line being radial to said curve, said curve having a radius of 50.00 feet; thence Southwesterly and Southerly along the arc of said curve passing through a central angle of 101° 13' 48" a distance of 88.34 feet to a point of reverse curvature of a curve to the right having a radius of 25.00 feet; thence Southeasterly, Southerly and Southwesterly along the arc of said curve passing through a central angle of 74° 19' 25" a distance of 32.43 feet to a point of compound curvature of a curve having a radius of 553 feet; thence Southwesterly along the arc of said curve passing through a central angle of 23° 29' 49" a distance of 226.79 feet to the point of tangency; thence South 64° 24' 43" West 77.71 feet to the beginning of a curve to the right, said curve having a radius of 25.00 feet; thence Northwesterly along the arc of said curve passing through a central angle of 89° 59' 57" a distance of 39.27 feet to the point of tangency; thence North 25° 35' 20" West 124.99 feet to the beginning of a curve to the right, said curve having a radius of 25.00 feet; thence ~~Northerly and Northeasterly along the arc of said curve passing through a central angle of 90° 00' 00" a distance of 39.27 feet to the POINT OF BEGINNING of this description.~~

**ARTICLES OF ORGANIZATION**

**OF**

**THE GLENS, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the limited liability company is THE GLENS, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the limited liability company is 4201 N. Ocean Drive, Suite 605, Hollywood, Florida 33019.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 4201 N. Ocean Drive, Suite 605, Hollywood, Florida 33019, and the name of the registered agent of this Company at that address is Paul R. Sussman.

ARTICLE IV

DURATION AND EFFECTIVE DATE

The period of this Company's duration shall be perpetual and the effective date of the Company's commencement shall be December 31, 2001.

ARTICLE V

PURPOSE

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

This instrument prepared by:  
ANA C. HARRIS, ESQUIRE  
Florida Bar No: 705403  
KATZ, BARRON, SQUIERO & FAUST, P.A  
2689 South Bayshore Drive, Seventh Floor  
Miami, Florida 33133-5408  
(305) 856-2444  
Fax: (305) 285-9227

ARTICLE VI

RIGHT TO CONTINUE BUSINESS

A majority in interest of the remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII

MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed by one Manager. The Manager shall hold the office and have the responsibilities accorded to it by the members and set out in the operating agreement. The name and address of the initial Manager, who is to serve until the first annual meeting of Members or until its successor is elected and qualified, is:

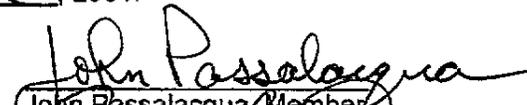
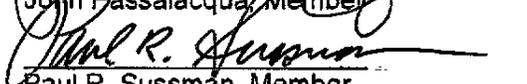
Sunbelt Development Corporation  
4201 N. Ocean Drive  
Suite 605  
Hollywood, FL 33019

ARTICLE VIII

TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Company is not freely transferable and may only be transferred or assigned in accordance with the procedures set forth in the operating agreement. Otherwise, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned members have hereunto set their hands and seal this 6<sup>th</sup> day of DECEMBER, 2001.

  
John Passalacqua, Member  
  
Paul R. Sussman, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 07<sup>th</sup> day of DECEMBER, 2001.

  
Paul R. Sussman

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