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

1. Towers & Wadeland II
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

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

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**CERTIFICATE OF CONVERSION TO
LIMITED LIABILITY COMPANY
FOR
TOWERS OF DADELAND II**

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The partners of TOWERS OF DADELAND II, a Florida general partnership (the "Partnership") desire, pursuant to F.S.A § 608.439, to convert such Partnership to a Florida limited liability company and do hereby acknowledge and represent as follows:

1. DATE OF FORMATION OF PARTNERSHIP. The Partnership hereby electing to become a limited liability company was first formed as a Florida general partnership on January 1, 2002.

2. NAME OF THE ENTITY BEING CONVERTED. The name of the Partnership immediately prior to its conversion to a limited liability company is TOWERS OF DADELAND II.

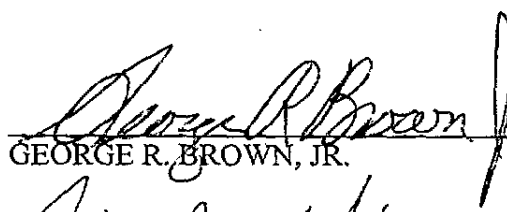
3. NAME OF THE ENTITY FOLLOWING THE FILING OF ITS ARTICLES OF ORGANIZATION. The name of the entity following the filing of its Articles of Organization shall be TOWERS OF DADELAND II, LLC.

4. EFFECTIVE DATE OF CONVERSION. The conversion of the Partnership to a limited liability company shall be effective as of the date the Articles of Organization are filed with the Florida Secretary of State.


5. APPROVAL BY OWNERS. Upon motion made to the partners of the Partnership, the partners unanimously approved the conversion of the Partnership to a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act.

6. DESIGNATION OF AUTHORIZED REPRESENTATIVE. The partners hereby authorize and direct ELIZABETH GREEN, as their authorized representative, to execute and file with the Florida Secretary of State such documents and certificates as may be required to convert the Partnership to a limited liability company.

IN WITNESS WHEREOF, the parties have hereunto set their hands effective as of the 12th day of December, 2002.

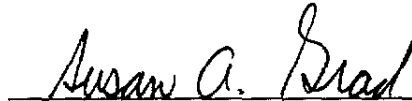


GEORGE R. BROWN, JR.




RICHARD M. HORTON


ELIZABETH A. GREEN

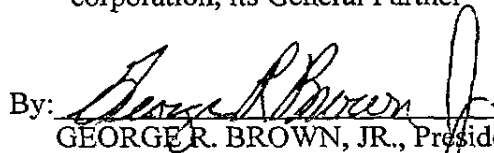

SUSAN A. GRAD

GREEN ASSET MANAGEMENT, LTD., a Florida
limited partnership

By: 
HERSCHEL V. GREEN
Managing General Partner

GREEN DADELAND STATION, LTD., a Florida
limited partnership

By: NORTH STATION, INC., a Florida
corporation, its General Partner

By: 
GEORGE R. BROWN, JR., President

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: TOWERS OF DADELAND II, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 9155 South Dadeland Blvd, Suite 1812, Miami, Florida 33156.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be until December 31, 2061.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of the initial managers who are to serve as managers are:

HERSCHEL V. GREEN
9155 South Dadeland Blvd, Suite 1812, Miami, Florida 33156

GEORGE R. BROWN, JR.
9155 South Dadeland Blvd, Suite 1812, Miami, Florida 33156

ELIZABETH A. GREEN
9155 South Dadeland Blvd, Suite 1812, Miami, Florida 33156

ARTICLE V - Registered Agent and Registered Office

The initial registered agent of the Limited Liability Company shall be Elizabeth Green and the initial registered office of the Limited Liability Company shall be 9155 South Dadeland Blvd, Suite 1812, Miami, Florida 33156.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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 as provided for in Chapter 608, F.S.

Elizabeth A. Green

Registered Agent's Signature

(An additional article must be added if an effective date is requested)

George R. Brown, Jr.

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.)

George R. Brown, Jr.

Typed or printed name of signee

Filing Fees:

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

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