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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

*Handwritten signature/initials*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 422526 4141A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 180.00

ORDER DATE : February 3, 2004

ORDER TIME : 4:07 PM

ORDER NO. : 422526-005

CUSTOMER NO: 4141A

CUSTOMER: Ms. Michelle Sanderson  
Gunster, Yoakley & Stewart,  
Suite 3400, One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, FL 33131

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TALLAHASSEE, FLORIDA

DOMESTIC CONVERSION FILING

NAME: VILLAGE GREEN INVESTORS LTD.  
CONVERTING TO  
VILLAGE GREEN INVESTORS LLC

A 03000001764

EFFECTIVE DATE:

XX\_\_\_ CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_ CERTIFIED COPY

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER'S INITIALS: \_\_\_\_\_

## CERTIFICATE OF CONVERSION

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

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

Village Green Investors LTD.

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

1. Date: December 18, 2003
2. Jurisdiction: Florida
3. 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:

Village Green Investors LLC

  
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.)

ROBERT E. SPIELMAN

Typed or Printed Name of Signee

### 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.)

**ARTICLES OF ORGANIZATION  
OF  
VILLAGE GREEN INVESTORS LLC**

The undersigned, for the purpose of converting a Florida limited partnership, Village Green Investors LTD., into a limited liability company under the laws of Florida, hereby adopt the following Articles of Organization:

**Article I  
Name**

The name of the limited liability company is:

Village Green Investors LLC

**Article II  
Conversion**

These Articles of Organization are being filed in connection with and simultaneously with the Certificate of Conversion of Village Green Investors LTD., a Florida limited partnership. Pursuant to Florida Statute Section 608.439, and pursuant to these Articles of Organization and the Certificate of Conversion, Village Green Investors LTD., a Florida limited partnership, has been converted on the date hereof into a Florida limited liability company under the name "Village Green Investors LLC " (the "Company").

**Article III  
Existence and Duration**

Pursuant to Section 608.439(4), Florida Statutes, the existence of the Company shall be deemed to have commenced on December 18, 2003, the date on which Village Green Investors LTD. was established as a Florida limited partnership. The existence of the Company shall be perpetual.

**Article IV  
Nature of Business and Mailing Address**

This Company is organized for the purpose of engaging in all lawful activities and to do all other things which may be necessary or desirable in connection with the foregoing. The mailing address and the street address of the Company's principal office is c/o Equity Financial Group, Inc., 9200 Dadeland Boulevard, Suite 500, Miami, Florida 33156.

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**Article V**  
**Registered Office and Agent**

The street address of the registered office of this Company is c/o Equity Financial Group, Inc., 9200 Dadeland Boulevard, Suite 500, Miami, Florida 33156 and the registered agent at that address is Robert E. Spielman.

**Article VI**  
**Members**

The Members of the Company, and their addresses, at the time of the filing of the Certificate of Conversion are:

Equityline Financial Group, Inc.  
9200 S. Dadeland Boulevard., Suite 500  
Miami, Florida 33156

Robert E. Spielman Revocable Living Trust, dated 5/2/96  
9200 S. Dadeland Boulevard. Suite 500  
Miami, Florida 33156

JTL Properties LLC  
4510 Belleview, Suite 100  
Kansas City, MO 64111

**Article VII**  
**Unit Certificates**

(a) Each Member's interest in the Company may be evidenced by a membership or unit certificate as provided in the Company's Operating Agreement.

(b) No Member of this Company may transfer, sell or assign his or her membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

**Article VIII**  
**Addition of New Members**

New Members shall be admitted as provided in the Operating Agreement of the Company.

**Article IX**  
**Management**

This Company shall be managed by the Managing Member of the Company as provided in the Operating Agreement of the Company.

**Article X**  
**Amendment**

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

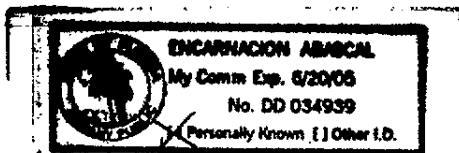
IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles as of the 30<sup>th</sup> day of January, 2004.

  
ROBERT E. SPIELMAN, Authorized Representative

STATE OF FLORIDA                     )  
  ) ss.:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me as of the 30<sup>th</sup> day of January, 2004 by Robert E. Spielman, who is either personally known to me.

[SEAL]



  
Notary Public  
Print Name: ENCARNACION ABASCAL  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
ROBERT E. SPIELMAN

Dated: January 30<sup>th</sup>, 2004