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(City/State/Zip/Phone #)

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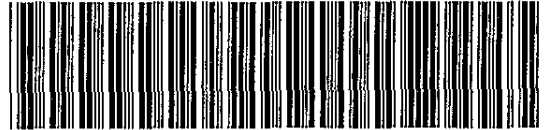
(Business Entity Name)

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TREASURY CORPORATION  
TALLAHASSEE, FLORIDA

J. BRYAN NOV 29 2004

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November 15, 2004

Writer's Direct Email: rfemmons@st-ev.com

Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**RE: The Haggerty Real Estate Investors Fund I, Inc.**

Dear Representative:

Enclosed for filing with your office are the original Articles of Incorporation for The Haggerty Real Estate Investors Fund I, Inc. A check in the amount of \$125.00, representing payment of the following fees, is also enclosed:

1.	Filing Fee	\$100.00
2.	Registered Agent Designation	<u>\$25.00</u>
	<b>Total</b>	<b>\$125.00</b>

Should you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

*Rebecca F. Emmons*

Rebecca F. Emmons

RFE/clr  
Enclosure

STEWART & EVANS, P.A.  
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November 23, 2004

Writer's Direct Email: rfemmons@st-ev.com

**VIA FEDERAL EXPRESS**

Mr. Kelly Courtney  
Corporation Service Co.  
1201 Hays Street  
Tallahassee, FL 32301

**RE: Account No. 7123482**

Dear Mr. Courtney:

Per our telephone conversation, enclosed please find the following:

1. The original Certificate of Conversion for The Haggerty Real Estate Investors' Fund I, Ltd.
2. The original Consent of General Partners for The Haggerty Real Estate Investors' Fund I, Ltd.
3. A check in the sum of \$25.00 made payable to the Florida Secretary of State.

Please deliver the enclosed documents to Joey Bryan at the Secretary of State, who is holding the Articles of Incorporation and is waiting for these documents.

Thank you for your prompt attention to these matters and should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



Cindy Rednour, Legal Assistant to  
Rebecca F. Emmons

Enclosure

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## 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:

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TALLAHASSEE, FLORIDA

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

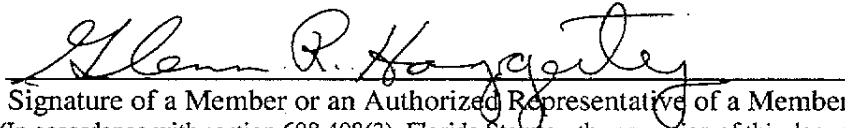
THE HAGGERTY REAL ESTATE INVESTORS' FUND I, LTD.

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

- A. Date: 04/16/1987
- B. Jurisdiction: FLORIDA
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: \_\_\_\_\_

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

THE HAGGERTY REAL ESTATE INVESTORS' FUND I, 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.)

GLENN R. HAGGERTY

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.)

**CONSENT OF GENERAL PARTNERS**  
**OF**  
**THE HAGGERTY REAL ESTATE INVESTORS' FUND I, LTD.**

RESOLVED, that the GENERAL PARTNERS of THE HAGGERTY REAL ESTATE INVESTORS' FUND I, LTD. (the "Partnership") hereby approve the conversion, pursuant to Section 608.439 of the Florida Statutes, of the Partnership to a limited liability company entitled THE HAGGERTY REAL ESTATE INVESTORS' FUND I, LLC, which shall be a limited liability company under the laws of the State of Florida (the "LLC");

FURTHER RESOLVED, that the GENERAL PARTNERS of the Partnership hereby approve the Articles of Organization of the LLC, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference; and

FURTHER RESOLVED, that the GENERAL PARTNERS of the Partnership hereby approve the Operating Agreement of the LLC, a copy of which is attached hereto as Exhibit "B" and incorporated herein by reference.

  
GLENN R. HAGGERTY, General Partner

11/12/04  
Date

  
PATRICIA B. HAGGERTY, General Partner

11/12/04  
Date

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**ARTICLES OF ORGANIZATION**  
**OF**  
**THE HAGGERTY REAL ESTATE INVESTORS FUND I, LLC**  
**A FLORIDA LIMITED LIABILITY COMPANY**

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The undersigned hereby certifies that these Articles have been executed for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights and privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I - NAME**

The name of the Limited Liability Company is: **THE HAGGERTY REAL ESTATE INVESTORS FUND I, LLC**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

2675 Ocean Drive  
Vero Beach, FL 32963

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE,  
& REGISTERED AGENT'S SIGNATURE**

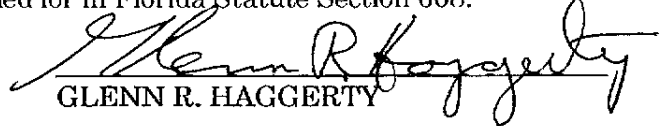
The name and the Florida street address of the registered agent is:

Glenn R. Haggerty  
2675 Ocean Drive  
Vero Beach, FL 32963

*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 of the Florida Statutes..*

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of THE HAGGERTY REAL ESTATE INVESTORS FUND I, LLC and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 608.

  
GLENN R. HAGGERTY

ARTICLE IV – PURPOSES AND POWERS

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in real estate investment and management.
2. In general, to carry on any and all incidental business; to have and to exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth herein to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render

any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth herein, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

#### ARTICLE V – MANAGEMENT

This limited liability company shall be managed by the following Managers who shall be members. The names and addresses of the managing-members who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

Patricia B. Haggerty  
2675 Ocean Drive  
Vero Beach, FL 32963

Glenn R. Haggerty  
2675 Ocean Drive  
Vero Beach, FL 32963

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#### ARTICLE VI – TRANSFER OF MEMBERSHIP INTERESTS

A member's interest is assignable in whole or in part. The assignee of a member's interests shall not become a member of the company, upon assignment, and is only entitled to receive the distributions and return of capital, and to be allocated any profits or losses to which the assigning member was entitled, to the extent assigned. An assignee may become a member upon the approval of the Manager and a majority of the members. If so admitted, the assignee shall have all the rights and powers and shall be subject to all the restrictions and liabilities of the assigning member.



ARTICLE VII – MEMBERSHIP CERTIFICATES

The company may, but is not obligate to, issue certificates of membership interest.


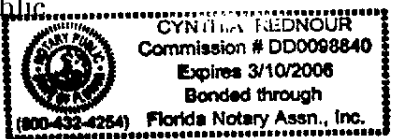
The undersigned, being an original member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of THE HAGGERTY REAL ESTATE INVESTORS FUND I, LLC.

Executed at Vero Beach, Indian River County, Florida on November 12, 2004.

  
GLENN R. HAGGERTY

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 12 day of November, 2004, by Glenn R. Haggerty, who is personally known to me or who has produced driver's license as identification.

  
Notary Public  
(Seal)  


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