

L05000104225

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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07 JUN 12 AM 10:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

2007 JUN 12 PM 4:42

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June 12, 2007

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

El-Ad Tuscany Pointe LLC (FL) into El-Ad Tuscany Pointe LLC (E)

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**NEED TODAY**

**FILED**  
 JUN 12 AM 10:31  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

X Conversion

**CERTIFICATE OF CONVERSION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
INTO  
"OTHER BUSINESS ENTITY"**

**FILED**  
07 JUN 12 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Section 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is El-Ad Tuscany Pointe LLC.
2. The name of the "Other Business Entity" is El-Ad Tuscany Pointe LLC.
3. The "Other Business Entity" is a Limited Liability Company organized under the laws of the State of Delaware.
4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, Florida Statutes, and the conversion complies with the statute or applicable law governing the "Other Business Entity."
5. The Plan of Conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, Florida Statutes.
6. This conversion was effective under the laws governing the "Other Business Entity" on June 12, 2007.
7. This conversion shall be effective in Florida on June 12, 2007.
8. The principal office address of the "Other Business Entity" under the laws of the State of Delaware is c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, DE 19904.
9. The "Other Business Entity" appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Limited Liability Company, including any appraisal rights of its members under Sections 608.4351-608.43595, Florida Statutes, and the street and mailing address of an office which the Department of State may use for purposes of Section 48.181, Florida Statutes, is c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, DE 19904.
10. The "Other Business Entity" has agreed to pay any members having any appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

Dated this 11<sup>th</sup> day of June, 2007.

A handwritten signature in black ink, appearing to be 'Orly Daniell', written above a horizontal line.

Orly Daniell, Manager

**PLAN OF CONVERSION  
OF  
EL-AD TUSCANY POINTE LLC  
INTO  
A DELAWARE LIMITED LIABILITY COMPANY**

**THIS PLAN OF CONVERSION** (the "Plan") of El-Ad Tuscany Pointe LLC, a Florida limited liability company (the "Company"), is made and entered into as of the 11<sup>th</sup> day of June, 2007.

**WITNESSETH:**

**WHEREAS**, the Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida;

**WHEREAS**, pursuant to duly authorized action by the manager and sole member of the Company, the Company has determined that it shall convert (the "Conversion") upon the terms and conditions and in the manner set forth in this Plan and in accordance with applicable law; and

**WHEREAS**, this Plan is adopted pursuant to Sections 608.4401 and 608.4402, Florida Statutes.


**PLAN OF CONVERSION**

1. **CONVERSION.** The Company shall convert to a Delaware limited liability company under the name El-Ad Tuscany Pointe LLC upon the filing of a Certificate of Conversion with the Delaware Secretary of State (the "Effective Time"), at which time the Company shall continue as a limited liability company under the laws of the State of Delaware with all of the rights and obligations as are provided by the Delaware Statutes. A copy of the Certificate of Formation filed with the Delaware Secretary of State is attached to this Plan as Exhibit A.
2. **MANNER AND BASIS OF CONVERTING PERCENTAGE INTERESTS** At the Effective Time, all of the equity interests of the Company issued and outstanding immediately prior to the Conversion shall, by virtue of the Conversion and without any action on the part of the holder thereof, be converted into equity interests of the converted Company in the amount and manner in which such interests in the Company were owned prior to the Conversion. Each certificate previously evidencing any such interests shall thereafter represent the right to receive, upon the surrender of such certificate to the Company or its designated agent, certificates evidencing such equity interests in the Company as converted pursuant to the Conversion. The holders of such certificates previously evidencing equity interests in the Company shall cease to have any rights with respect to such equity interests except as otherwise provided herein or by law.
3. **APPROVAL.** The Conversion contemplated by this Plan has previously been submitted to and approved by the manager and sole member of the Company. The proper officers of the Company hereby are authorized and directed to perform all such further acts and execute and

IN WITNESS WHEREOF, the undersigned, constituting the Manager and the sole Member of the Company has executed this written consent to action on the date first written above.

  
\_\_\_\_\_  
Orly Dandell, Manager

El-Ad Group Florida (2005) LLC, Sole Member

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EXHIBIT A**  
**CERTIFICATE OF FORMATION**

**See Attached.**

**WRITTEN CONSENT TO ACTION  
IN LIEU OF MEETING OF THE MANAGER  
AND SOLE MEMBER**

**OF**

**EL-AD TUSCANY POINTE LLC**  
**a Florida Limited Liability Company**

**June 11, 2007**

Pursuant to Section 608.4231 of the Florida Limited Liability Act (the "Act"), the undersigned, constituting the sole Member and Manager of El-Ad Tuscany Pointe LLC, a Florida limited liability company (the "Company"), hereby waives any notice of, and dispenses with the holding of a joint meeting of the Member and the Manager of the Company, and does hereby consent to the adoption of, and does hereby adopt, the following resolutions:

RESOLVED that the Company is authorized and empowered, by and through its Manager to convert the Company from a Florida limited liability company to a Delaware limited liability company and in connection therewith to execute and deliver such other documents as may be necessary to effect the conversion; and be it further

RESOLVED that Orly Daniell, as Manager of the Company, on behalf of the Company, is hereby authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of and on behalf of the Company as it may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolution and to be in the best interests of the Company (as conclusively evidenced by the taking of such action or the execution and delivery of such agreements, undertakings, documents, instruments or certificates, as the case may be, by or under the direction of any authorized agent); and be it further

RESOLVED that all acts, deeds and things heretofore done or performed by Miki Naftali in connection with the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

[Remainder of page intentionally left blank. Next page is signature page.]



deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Conversion contemplated by this Plan.

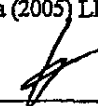
4. MISCELLANEOUS. This Plan shall be governed by and construed in accordance with the laws of the State of Florida. The terms and conditions of this Plan are solely for the benefit of the members of the Company, and no person or entity not a member of the Company shall have any rights or benefits whatsoever under this Plan, either as a third party beneficiary or otherwise.

IN WITNESS WHEREOF, the undersigned manager and sole member of the Company has caused this Plan to be entered into as of the date first above written.



Orly Daniell, Manager

El-Ad Group Florida (2005) LLC, as Sole Member

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_