

LU 8000021178

(Requestor's Name)

CERT-90

(Address)

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(City/State/Zip/Phone #)

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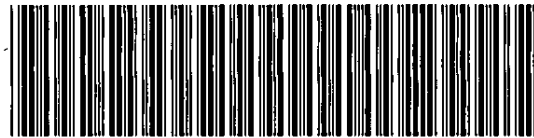
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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MAR 18 2008

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

Polo Ranches of Sarasota LLC

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File *Conversion* _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature _____

Requested by: *WL*

Name _____

Date *2/28*

Time *11:00*

Walk-In

Will Pick Up

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TALLAHASSEE, FLORIDA

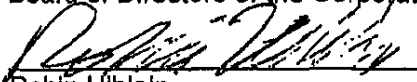
CERTIFICATE OF CONVERSION
of
POLO RANCHES OF SARASOTA, INC.,
a Florida corporation,
to
POLO RANCHES OF SARASOTA, LLC,
a Florida limited liability company

V11409

1. Conversion of an Existing Corporation. POLO RANCHES OF SARASOTA, INC. (the "Corporation"), that was formed in Florida effective January 28, 1992 by the filing of Articles of Incorporation, has, as of the filing of this Certificate, been converted pursuant to Chapters 607 and 608, Florida Statutes, into a Florida limited liability company named POLO RANCHES OF SARASOTA, LLC, that has been formed contemporaneously hereto by the filing of Articles of Organization.
2. Address. POLO RANCHES OF SARASOTA, LLC maintains its principal office at 14400 Covenant Way, Lakewood Ranch, Florida 34202.
3. Agent for Service of Process. The agent for service of process for both the Corporation and POLO RANCHES OF SARASOTA, LLC is Anthony J. Chiofalo, 14400 Covenant Way, Lakewood Ranch, Florida 34202.
4. Conversion Terms and Conditions. All issued and outstanding shares of stock in the Corporation were owned by the sole shareholder, Schroeder-Manatee Ranch, Inc. ("SMR"). Upon the conversion, all issued and outstanding shares of the Corporation are deemed cancelled and all rights attached thereto are deemed converted into the ownership rights of the Member of POLO RANCHES OF SARASOTA, LLC. SMR is the sole Member of POLO RANCHES OF SARASOTA, LLC at the time of its formation. There are no shareholders having appraisal rights.
5. Conversion Approval. In compliance with Chapter 607, Florida Statutes, and the Bylaws of the Corporation, said conversion was approved in writing by the Board of Directors of the Corporation and by the sole shareholder of the Corporation.

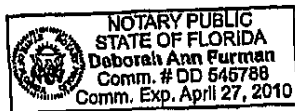
CERTIFICATION BY BOARD OF DIRECTORS

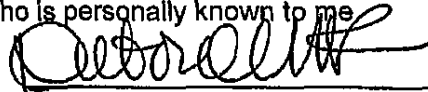
Robin Uihlein, the undersigned sole Director of the Corporation, hereby certifies that the foregoing Plan of Conversion was duly adopted by him acting as the Board of Directors of the Corporation.


Robin Uihlein

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 27th day of February, 2008, by Robin Uihlein, acting as Director of Polo Ranches of Sarasota, Inc., a Florida corporation, who is personally known to me





Signature of Notary Public
Notary Name Typed:
Notary Public-State of Florida
My Commission Expires:

CERTIFICATION BY SHAREHOLDERS

Schroeder-Manatee Ranch, Inc., the sole Shareholder of the Corporation, hereby certifies that it has approved and adopted the foregoing Plan of Conversion.

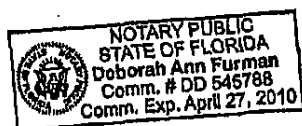
Schroeder-Manatee Ranch, Inc.

By: _____

Rex E. Jensen
President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 27th day of February, 2008, by Rex E. Jensen, acting as President of Schroeder-Manatee Ranch, Inc., a Delaware corporation, who is personally known to me.



Signature of Notary Public
Notary Name Typed:
Notary Public-State of Florida
My Commission Expires:

ARTICLES OF ORGANIZATION OF
POLO RANCHES OF SARASOTA, LLC
A Limited Liability Company

ARTICLE I

Name

The name of the limited liability company ("Company") is POLO RANCHES OF SARASOTA, LLC

ARTICLE II

Address

The mailing and street address of the Company's principal office is 14400 Covenant Way, Lakewood Ranch, Florida 34202.

ARTICLE III

Registered Agent and Office

The name of the Company's Registered Agent in Florida is Anthony Chiofalo. The address of the Company's registered agent is 14400 Covenant Way, Lakewood Ranch, Florida 34202.

ARTICLE IV

The Limited Liability Company is to be managed by one or more members and is therefore a member-managed company. The name and address of each Managing Member is as follows:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
MGRM	Schroeder-Manatee Ranch, Inc., a Delaware corporation	14400 Covenant Way Lakewood Ranch, Florida 34202

ARTICLE V

The remaining members of the Company have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company.

IN WITNESS WHEREOF, I have executed the Articles of Organization on this 27th day of FEBRUARY, 2008.

Schroeder-Manatee Ranch, Inc.,
a Delaware corporation
the Managing Member

By: [Signature]
Print Name: MARK E JENSEN
As Its: PRESIDENT

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08 FEB 28 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is POLO RANCHES OF SARASOTA, LLC.
2. The name and the Florida street address of the registered agent and office are:
Anthony Chiofalo, 14400 Covenant Way, Lakewood Ranch, Florida 34202

Having been named as registered agent and to accept service of process for the above stated limited liability company and 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 as provided for in Chapter 608, Florida Statutes.

Dated: FEBRUARY 27, 2008



Anthony Chiofalo,
Registered Agent