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TALLAHASSEE, FLORIDA

B. KOHR

APR - 9 2008

EXAMINER

Ruden, McClosky et. al.  
Requester's Name  
215 S. Monroe Street, Suite 815  
Address  
Tallahassee, FL 412-2000  
City/State/Zip Phone #

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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  
OF  
WINWARD LAKES PARTNERSHIP,  
a Florida general partnership Converting Organization**

08 APR -9 PM 4:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to convert from Winward Lakes Partnership, a Florida general partnership (the "Converting Organization"), to Winward Lakes, LLC, a Florida limited liability company (the "Converted Organization") pursuant to Sections 620.8912-620.8923 of the Florida Revised Uniform Partnership Act of 2005, as amended, (the "Partnership Law"), and Section 608.439 of the Florida Limited Liability Company Act, as amended ( the "LLC Law"), does hereby execute and file with the Secretary of State of Florida this Certificate of Conversion:

1. The Converting Organization is a general partnership created by the filing of a Partnership Registration Statement with the Florida Division of Corporations on April 8, 2008. The Converting Organization currently exists as a general partnership under the laws of the State of Florida. The general partnership was established on December 28, 1979.

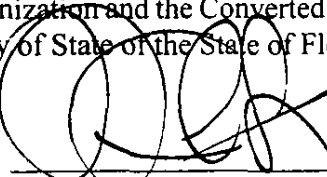
2. The name of the Converting Organization immediately prior to the Effective Date (as defined below) is Winward Lakes Partnership.

3. The name of the Converted Organization as set forth in the Articles of Organization, as attached hereto, is Winward Lakes, LLC.

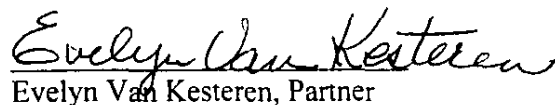
4. The conversion of the Converting Organization to a limited liability company was approved, as required, by all the partners of the Converting Organization, by the Partnership Law and by the LLC Law. The partner's consents are evidenced in the records of the Converting Organization.

5. The effective date of the conversion reflected in this Certificate of Conversion ("Certificate"), as applicable to the Converting Organization and the Converted Organization, shall be the date this Certificate is filed with the Secretary of State of the State of Florida.

Dated this 28<sup>th</sup> day of March, 2008.

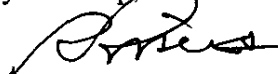


Nelson C. Steiner, Partner



Evelyn Van Kesteren, Partner

Banyan Group, Inc., Partner

By:   
P.N. Risser, III, President

**ARTICLES OF ORGANIZATION  
OF  
WINWARD LAKES, LLC  
a Florida Limited Liability Company**

**FILED**  
08 APR -9 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. The name of the Limited Liability Company is Winward Lakes, LLC (the "Company").

2. The mailing and street address of the principal office of the Company is: 401 South Albany Avenue, Tampa, Florida 33606.

3. The name and address of the initial registered agent in the State of Florida, whose Certification of Designation of Registered Agent/Registered Office accompanies these Articles of Organization, is: Nelson C. Steiner, 401 South Albany Avenue, Tampa, Florida 33606.

These Articles of Organization shall be effective upon filing.

The undersigned has executed these Articles of Organization on the 28 day of March, 2008.

By: 

Nelson C. Steiner, Authorized Representative

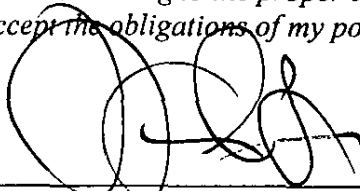
**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Winward Lakes, LLC.
2. The name and address of the registered agent and office is:

Nelson C. Steiner  
401 South Albany Avenue  
Tampa, Florida 33606

*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 its 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.*

  
\_\_\_\_\_  
Nelson C. Steiner, Registered Agent

3/28/08  
(Date)