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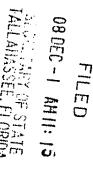


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B. KOHR
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EXAMINER



COVER LETTER

TO: Registration Sec Division of Cor				
SUBJECT: PRESE	RVE AT HERITA (Name of Resulting F			<u> </u>
The enclosed Certificat convert an "Other Busi accordance with s. 608. Please return all corresp	ness Entity" into a "F .439, F.S.	lorida Limited		
ELIZABETH CHRISTIAN	ISON			
	(Contact Person)		:	
PENCE COMPANIES				•
	(Firm/Company)		-	
300 E. NEW HAVEN AVE	Ē			
	(Address)	•	:	
MELBOURNE, FL 32901				
	y, State and Zip Code)		•	
	•			
For further information	concerning this matt	er, please call:		
ELIZABETH CHRISTIAN	ISON	at (321) 837-0	350 EXT 19
' (Name of Contact	Person)	(Area Code	and Day	rtime Telephone Number)
Enclosed is a check for	the following amoun	t:		
(\$25 for Conversion a	\$155.00 Filing Fees and Certificate of Status			□\$185.00 Filing Fees, Certified Copy, and Certificate of Status
STREET ADDRESS: Registration Section Division of Corporation Clifton Building 2661 Executive Center Tallahassee, FL 32301	Circle	Registra Divisio P. O. B	ation S n of Co ox 632	orporations



CERTIFICATE OF CONVERSION

Preserve at Heritage Oaks Development Company, a Florida corporation, hereby submits this Certificate of Conversion pursuant to Section 608.439, *Florida Statutes*, to the Secretary of State of the State of Florida.

ARTICLE I PUZUUUL 22899

The name of the entity to be converted pursuant hereto is Preserve at Heritage Oaks Development Company.

ARTICLE II DATE AND JURISDICTION OF ORGANIZATION

Preserve at Heritage Oaks Development Company was first organized on October 31, 2003 under the laws of the State of Florida.

ARTICLE III FORM OF ENTITY

Preserve at Heritage Oaks Development Company is a corporation subject to the laws of the State of Florida. The laws of the State of Florida governing Preserve at Heritage Oaks Development Company permit this conversion.

ARTICLE IV CONVERSION

Preserve at Heritage Oaks Development Company shall be converted into a Florida limited liability company organized under Chapter 608, *Florida Statutes*. The name of the limited liability company shall be Preserve at Heritage Oaks II, LLC.

ARTICLE V ARTICLES OF ORGANIZATION

The Articles of Organization of Preserve at Heritage Oaks II, LLC, a Florida limited liability company, have been submitted to the Florida Secretary of State contemporaneously with this Certificate of Conversion.

ARTICLE VI EFFECTIVE DATE

This Certificate of Conversion shall be effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this ______, 2008.

Roy J. Pence, a member of Preserve at Heritage Oaks II, LLC

Roy J. Pence, President on behalf of Preserve at Heritage Oaks Development Company

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby states that he is familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, hereby accepts to act in that capacity and agrees to comply with the provisions of said Chapter relative to keeping open said office.

Roy J. Pence

ARTICLES OF ORGANIZATION

OF

PRESERVE AT HERITAGE OAKS II, LLC

The undersigned desiring to form a limited liability company pursuant to Chapter 608, *Florida Statutes*, hereby states as follows.

ARTICLE I - NAME

The name of this limited liability company (the "Company") is Preserve at Heritage Oaks II, LLC.

ARTICLE II – PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Company is 300 E. New Haven Avenue, Melbourne, FL 32901

ARTICLE III – REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent for service of process in the state of this Company is Roy J. Pence, 300 E. New Haven Avenue, Melbourne, Florida 32901.

ARTICLE IV - MANAGER

The initial manager of the Company is Roy J. Pence.

IN WITNESS	WHEREOF, the undersigned	l member executed these A	Articles
of Organization this	day of	2008.	

ROY J. PENCE, a member

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 608.415, *Florida Statutes*, the following is submitted in Compliance with said Act:

FIRST, that Preserve at Heritage Oaks II, LLC, desiring to organize under the Laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Melbourne, County of Brevard, State of Florida, has named ROY J. PENCE, 300 E. New Haven Avenue, Melbourne, FL 32901 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with the obligations of the registered agent under Chapter 608, *Florida Statutes*, and I hereby accept to act in this capacity and agree to comply with the provisions of said Chapter relative to keeping open said office.

Roy J. Pence