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B. KOHR

DEC 10 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/10/09

REF. #: 000262.115927

CORP. NAME: SEMBLER/TREASURE NEW YORK JOINT VENTURE II

File Second

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- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 532907 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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**CERTIFICATE OF CONVERSION
FROM
FLORIDA GENERAL PARTNERSHIP
INTO
FLORIDA LIMITED LIABILITY COMPANY***

This Certificate of Conversion and attached Articles of Organization are submitted to evidence and effect the conversion of Sembler/Treasure New York Joint Venture II, a Florida general partnership (the "Partnership") into Sembler/Treasure Balmville, LLC, a Florida limited liability company (the "LLC") in accordance with applicable provisions of the Florida Revised Uniform Partnership Act and the Florida Limited Liability Company Act.

1. The Partnership was first organized in Florida as a general partnership on April 9, 2007.
2. The Partnership has been, in accordance with the terms hereof, converted into another organization.
3. The name of the organization prior to conversion was Sembler/Treasure New York Joint Venture II, a general partnership governed by the laws of the State of Florida.
4. The name of the converted organization is Sembler/Treasure Balmville, LLC, a limited liability company governed by the laws of the State of Florida.
5. The conversion shall be effective immediately upon the filing hereof with the Florida Department of State.
6. The conversion was approved by the unanimous written consent of the partners of the Partnership in accordance with the applicable provisions of the Florida Revised Uniform Partnership Act.
7. The conversion was approved in accordance with the applicable provisions of the Florida Limited Liability Company Act.

Signed this 9th day of December, 2009 by the undersigned, who together constitute both co-managing partners of the Partnership and both of the Members of the LLC.

TREASURE DEVELOPMENT, INC.

SEMBLER E.D.P. PARTNERSHIP #22, LTD.

By: Richard L. Biele
Name: RICHARD L. BIELE
Title: PRESIDENT

By: Sembler Commercial, Inc.
As: General Partner

By: Gregory S. Sembler
Name: Gregory S. Sembler
Title: President

Certificate of Conversion into LLC-3884806v1

* Gregory S. Sembler is also signing as an authorized representative for SEMBLER/TREASURE BALMVILLE, LLC.

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ARTICLES OF ORGANIZATION
OF
SEMBLER/TREASURE BALMVILLE, LLC

The undersigned authorized representative of a member hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

Sembler/Treasure Balmville, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

5858 Central Avenue
St. Petersburg, Florida 33707

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 5858 Central Avenue, St. Petersburg, Florida 33707, and the initial registered agent of the Company at such office shall be Gregory S. Sembler. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

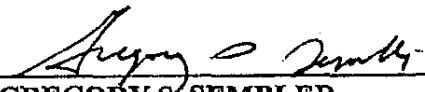
The power to adopt the operating agreement of the Company, to alter, amend or repeal the operating agreement of the Company, or to adopt a new operating agreement, shall be vested in the members of the Company. The operating agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of a member, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



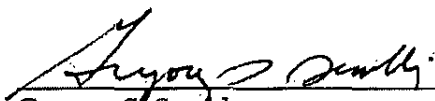
GREGORY S. SEMBLER
Authorized Representative of a Member

SEMBLER/TREASURE BALMVILLE, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 9th day of December, 2009.



Gregory S. Sembler