

209000119792

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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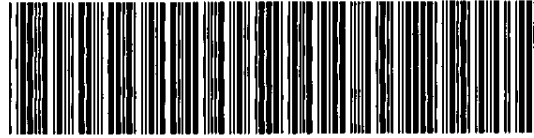
(Business Entity Name)

(Document Number)

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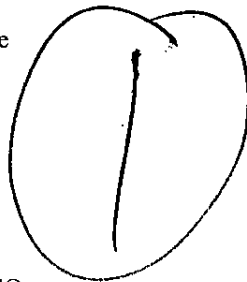
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December 17, 2009

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Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301



Re: Order #: 7726679 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Bay Colony of Naples, LLC (FL)  
Conversion  
Florida

Bay Colony of Naples, LLC (FL)  
Obtain Document - Misc - Certified copy of conversion & formation  
Florida

Bay Colony Realty Associates, LLC (FL)  
Conversion  
Florida

Bay Colony Realty Associates, LLC (FL)  
Obtain Document - Misc - Certified copy of conversion & formation  
Florida

Communities Amenities, LLC (FL)  
Conversion  
Florida

Communities Amenities, LLC (FL)  
Obtain Document - Misc - Certified copy of conversion & formation  
Florida

Communities Home Builders, LLC (FL)

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

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
09 DEC 17 AM 8:13

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Bay Colony of Naples, Inc. PQ 5000069141
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on September 7, 1995.
3. The plan of conversion was approved by the "Other Business Entity" in accordance with Chapter 607, Florida Statutes.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Bay Colony of Naples, LLC.

Signed this 7th day of December, 2009.

Bay Colony of Naples, LLC

By: 

Aurin Primack, Authorized Representative

Bay Colony of Naples, Inc.

By: 

Aurin Primack, President

**ARTICLES OF ORGANIZATION**  
**OF**  
**BAY COLONY OF NAPLES, LLC**

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Pursuant to section 608.407, Florida Statutes, the undersigned hereby files these Articles of Organization as follows:

**ARTICLE I - NAME**

The name of the Limited Liability Company is Bay Colony of Naples, LLC.

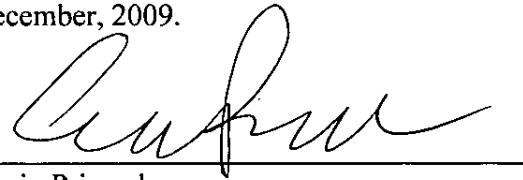
**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 657 Masters Way, Palm Beach Gardens, Florida 33148.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company is perpetual.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 7 day of December, 2009.

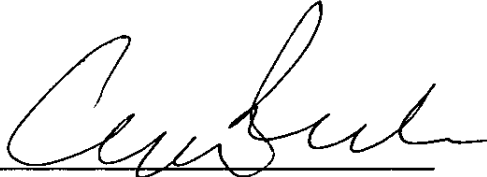


Aurin Primack  
Authorized Representative

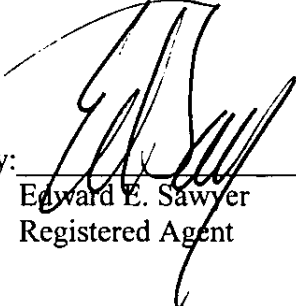
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent:

Bay Colony of Naples, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 200 South Biscayne Boulevard, Suite 4900, Miami, FL 33131, as its initial Registered Office and has named Edward E. Sawyer, located at said address as its initial Registered Agent.

By:   
Aurin Primack  
Authorized Representative

Having been named Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By:   
Edward E. Sawyer  
Registered Agent