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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

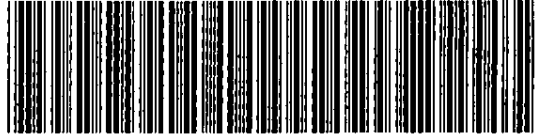
L. SELLERS

FEB 17 2010

EXAMINER

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Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Waterways Joint Venture V, LLC B
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Richard Davenport
(Contact Person)
Waterways Joint Venture V, LLC
(Firm/Company)

15013 Summit Place Circle
(Address)

Naples, FL 34119
(City, State and Zip Code)

For further information concerning this matter, please call:

Thomas O. Katz at (561) 910-5700
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status	...
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STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2009

RICHARD DAVENPORT
15013 SUMMIT PLACE CIRCLE
NAPLES, FL 34119

SUBJECT: WATERWAYS JOINT VENTURE V, LLC
Ref. Number: W09000054824

We have received your document for WATERWAYS JOINT VENTURE V, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

The certificate of conversion requires 2 signatures, one of a manager or managing member from the resulting LLC and one of a partner of the converting General Partnership.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 609A00038507

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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:
Waterways Joint Venture V

(Enter Name of Other Business Entity)

2. The **"Other Business Entity"** is a General Partnership
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 9/11/2003

(Enter date **"Other Business Entity"** was first organized, formed or incorporated)

3. If the jurisdiction of the **"Other Business Entity"** was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the **Florida Limited Liability Company** as set forth in the attached **Articles of Organization**:

Waterways Joint Venture V, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached **Articles of Organization**, if an effective date is listed therein.)

Signed this 16 day of Apr 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]

Printed Name: Richard Davenport

Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]

Printed Name: Brian Seligman for Bribro Ventures, Inc. Title: President

Signature: [Signature]

Printed Name: Robert Miller for DESN I, Inc. Title: President

Signature: [Signature]

Printed Name: Richard Davenport for Goodland Holding Title: Manager

Signature: [Signature]

Printed Name: Amnon Golan for Golan Group LLC Title: Manager

Signature: [Signature]

Printed Name: [Signature] Title: [Signature]

Signature: [Signature]

Printed Name: [Signature] Title: [Signature]

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

Dec 15 '09 09:23a

Robert Miller

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Signed this 16 day of Dec 20 09.Signature of Member or Authorized Representative of Limited Liability Company:Signature of Member or Authorized Representative: [Signature]

Printed Name: Richard Davenport

Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: Brian Seligman for Bribe Ventures, Inc. Title: President

Signature: [Signature]

Printed Name: Robert Miller for DESN I. Inc.

Title: President

Signature: _____

Printed Name: Richard Davenport for Goodland Holding Title: Manager

Signature: _____

Printed Name: Atmon Golan for Golan Group LLC

Title: Manager

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:Signatures of ALL General Partners.All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

Signed this 16 day of Aug 2009

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]

Printed Name: Richard Davenport

Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: Brian Salzman for Bribro Ventures, Inc. Title: President

Signature: _____

Printed Name: Robert Miller for DESN I, Inc.

Title: President

Signature: [Signature]

Printed Name: Richard Davenport for Goodland Holdings Title: Manager

Signature: _____

Printed Name: Aminon Golan for Golan Group LLC

Title: Manager

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Waterways Joint Venture V, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:**Mailing Address:**15012 Summit Place CircleNaples, FL 34119**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Richard Davenport

Name

15013 Summit Place CircleFlorida street address (P.O. Box **NOT** acceptable)NaplesFL 34119

City, State, and Zip

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 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 agent as provided for in Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Brian Sellman

PO Box 728

Bradford, VT 05033

MGR

Robert B. Miller

3350 Bridle Path Lane

Weston, FL 33331

MGR

Amnon Golan

19111 Collins Avenue # 801

Sunny Isles Beach, FL 33160

MGR

Richard Davenport

15013 Summit Place Circle

Naples, FL 34110

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing:

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Richard Davenport

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

Page 2 of 2

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10 JAN -8 PM 12:23
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TALLAHASSEE FLORIDA