

**L10000085557**

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(Requestor's Name)

\_\_\_\_\_  
(Address)

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(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



**800183968558**

08/13/10--01027--017 \*\*155.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 AUG 13 PM 01

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**C. LEWIS**  
AUG 16 2010  
**EXAMINER**

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Heritage Oaks Senior Housing, LLC  
(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:

Theresa Marie Kenney, Esq.  
(Contact Person)

Duss, Kenney, Safer, Hampton & Joos, PA  
(Firm/Company)

4348 Southpoint Blvd., #101  
(Address)

Jacksonville, FL 32216  
(City, State and Zip Code)

ghein@allegroliving.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Theresa Marie Kenney at ( 904 ) 543-4300  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☒ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION  
"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 Section 608.439, Fla. Stat. (2010).

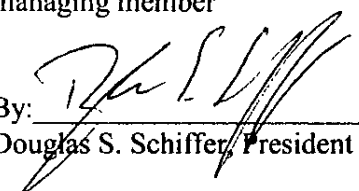
1. The Name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **Heritage Oaks Senior Housing, LLC**
2. The "Other Business Entity" is a Delaware Limited Liability Company first organized in the state of Delaware on March 5, 1998 under Charter Number 2867921 and is currently qualified to conduct business in the state of Florida under document number M98000000245 in the name: Heritage Oaks Senior Housing, LLC.
3. The name of the Florida Limited Liability Company as set forth on the attached Articles of Organization is: Heritage Oaks Senior Housing, LLC.
4. The Effective Date of this instrument is August 15, 2010.

Signed this 15<sup>th</sup> day of August, 2010.

On behalf of the resultant Florida limited liability company:

**HERITAGE OAKS SENIOR HOUSING, LLC**, a Florida limited liability company

By: Allegro Senior Living, LLC, a Delaware limited liability company formerly known as Hallmark Holdings, LLC, its sole and managing member

By:   
Douglas S. Schiffer, President

On behalf of the "Other Business Entity"

**HERITAGE OAKS SENIOR HOUSING, LLC**, a Delaware limited liability company

By: Allegro Senior Living, LLC, a Delaware limited liability company formerly known as Hallmark Holdings, LLC, its sole and managing member

By:   
Douglas S. Schiffer, President

Prepared by  
Theresa Marie Kenney, Esq.  
Florida Bar No. 0970468  
Duss, Kenney, Safer, Hampton & Joos, P.A.  
4348 Southpoint Boulevard, Suite 101  
Jacksonville, Florida 32216  
904.543.4300

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

Heritage Oaks Senior Housing, 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:

212 South Central Avenue

Suite 301

St. Louis MO 63105

#### Mailing Address:

212 South Central Avenue

Suite 301

St. Louis MO 63105

### 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:

Theresa Marie Kenney, Esq.

Name

4348 Southpoint Blvd., Suite 101

Florida street address (P.O. Box **NOT** acceptable)

Jacksonville

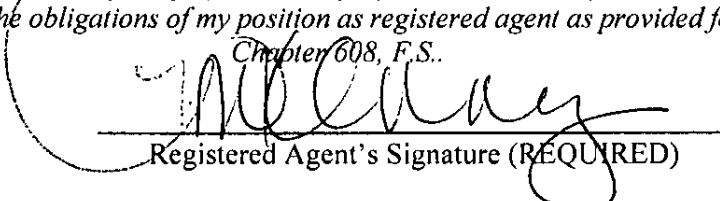
FL 32216

City, State, and Zip

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TALLAHASSEE, FLORIDA

*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)

**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:**

MGRM

Allegro Senior Living, LLC

212 South Central Avenue, Suite 301

St. Louis MO 63105

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: August 15, 2010

(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.)

Theresa Marie Kenney, Authorized Representative

Typed or printed name of signee

**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)

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TALLAHASSEE, FLORIDA

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