

L10000105109

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

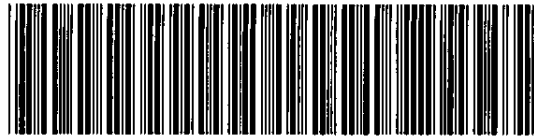
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600185839006

RECEIVED

10 OCT -7 AM 10:41

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 OCT -7 PM 3:15

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

B. KOHR

OCT -7 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 534259 4218B

AUTHORIZATION :

COST LIMIT : \$ 150.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT -7 PM 3:15

ORDER DATE : October 7, 2010

ORDER TIME : 9:31 AM

ORDER NO. : 534259-005

CUSTOMER NO: 4218B

DOMESTIC FILING

NAME: THE VENETIAN AT CAPRI ISLES I,
LLC

XX CERTIFICATE OF CONVERSION

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION

OF

THE VENETIAN AT CAPRI ISLES I, LLC

THIS CERTIFICATE OF CONVERSION is submitted to the Florida Department of State in accordance with Section 608.439 of the Florida Limited Liability Act and to the Delaware Secretary of State in accordance with Section 18-216 of the Delaware Limited Liability Act to convert a Delaware limited liability company to a Florida limited liability company, stating as follows:

FIRST: The name of the Delaware limited liability company immediately prior to the filing of this Certificate of Conversion with the Florida Department of State is **The Venetian at Capri Isles I, LLC** (the "Converting LLC").

SECOND: The Converting LLC is a limited liability company first organized, formed or incorporated under the laws of the state of Delaware on July 13, 2007.

THIRD: The name of the Florida limited liability company as set forth in the Articles of Organization filed with the Florida Department of State and attached hereto is **The Venetian at Capri Isles I, LLC** (the "Surviving LLC").

FOURTH: The conversion of the Converting LLC to the Surviving LLC was approved by the written consent of the Converting LLC in accordance with the applicable provisions of Section 18-216 of the Delaware Limited Liability Act.

FIFTH: The effective date of the conversion to a Florida limited liability company shall be the date of the filing of this Certificate of Conversion and the Articles of Organization with the Florida Department of State.

SIXTH: The Converting LLC may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the Converting LLC arising while it was a limited liability company of the State of Delaware and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

SEVENTH: Any process referred to immediately hereinabove shall be mailed by the Delaware Secretary of State to the Surviving LLC at:

5756 Royal Lytham Court
Dublin, Ohio 43017.

FILED
DELAWARE SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT -7 PM 3:15

IN WITNESS WHEREOF, the Converting LLC and the Surviving LLC have caused this Certificate of Conversion to be signed in their name and on their behalf by the duly authorized undersigned effective this 10th day of October, 2010.

CONVERTING LLC:

THE VENETIAN AT CAPRI ISLES I, LLC,
a Delaware limited liability company

By: The Venetian at Capri Isles, LLC,
its Sole Member

By: The John Hicks Company, LLC,
its Sole Member

By: 
John C. Hicks, Jr., its President

SURVIVING LLC:

THE VENETIAN AT CAPRI ISLES I,
LLC, a Florida limited liability company

By: The Venetian at Capri Isles, LLC,
its Sole Member

By: The John Hicks Company, LLC,
its Sole Member

By: 
John C. Hicks, Jr., its President

**ARTICLES OF ORGANIZATION
OF
THE VENETIAN AT CAPRI ISLES I, LLC**

RECEIVED
DIVISION OF CORPORATION
10 OCT -7 PM 3:15

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is: The Venetian at Capri Isles I, LLC.

ARTICLE II — Address

The mailing address and street address of the principal office of the Limited Liability Company is: 5910-F Wilcox Place, Dublin, Ohio 43016.

ARTICLE III — Registered Agent and Registered Office

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

R&A Agents, Inc.
Attn: Michael S. Yashko
2320 First Street
Fort Myers, FL 33901

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 6th day of October, 2010.


Michael S. Yashko, Agent


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

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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

R&A Agents, Inc.


Michael S. Yashko, Assistant Secretary

313987.122946.0001