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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

FDC Marsh LLC
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

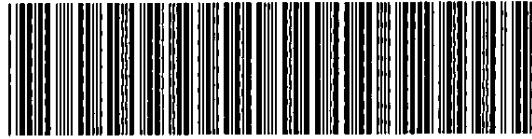
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SEP - 2 2011

EXAMINER



300211464663

09/02/11--01001--012 **180.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 SEP - 1 AM 8:00

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DIVISION OF CORPORATIONS
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TO AGENCY FILED
SUFFICIENCY OF FILING

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

656-8454

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DIVISION OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 951 Land Holdings, Ltd
(Corporation Name) (Document #)

2. into
(Corporation Name) (Document #)

3. FCC Marsh, LLC
(Corporation Name) (Document #)

4.
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☒ Other *Conversion*

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

CERTIFICATE OF CONVERSION
for
951 LAND HOLDINGS, LTD.,
a Florida limited partnership,
into
FCC MARSH, LLC,
a Florida limited liability company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 SEP -1 AM 8:00

This Certificate of Conversion and attached Articles of Organization are submitted to convert 951 Land Holdings, Ltd., a Florida limited partnership, into FCC Marsh, LLC, a Florida limited liability company, in accordance with §620.2104 and §608.439, Florida Statutes.

1. Immediately prior to the filing of this Certificate of Conversion with the Florida Department of State, the name of the entity converting hereby into a Florida limited liability company was 951 Land Holdings, Ltd., a Florida limited partnership.

2. 951 Land Holdings, Ltd. was formed under the laws of the State of Florida on March 14, 2000.

3. Effective as of the date of filing of this Certificate of Conversion with the Florida Department of State, 951 Land Holdings, Ltd. will convert into a Florida limited liability company, the name of which, as set forth in the attached Articles of Organization, shall be FCC Marsh, LLC, and the principal office of which shall be located at 8156 Fiddler's Creek Parkway, Naples, Florida 34114.

4. The Plan of Conversion dated as of the date hereof, relating to the conversion contemplated hereby, has been approved by the general partner and limited partner of 951 Land Holdings, Ltd. in accordance with Chapter 620, Florida Statutes.

5. The conversion contemplated hereby complies with all applicable laws relating to limited partnerships and limited liability companies organized under the laws of the State of Florida.

6. The effective date of the conversion contemplated hereby shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.

A0000000000464
3-14-2000

IN WITNESS WHEREOF, each of 951 Land Holdings, Ltd. and FCC Marsh, LLC, has caused this certificate to be signed by its authorized person this 15 day of September, 2011.

951 LAND HOLDINGS, LTD.,
a Florida limited partnership

By: 951 LAND HOLDINGS, LLC,
a Delaware limited liability company,
its General Partner

By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: Aubrey J. Ferrao

Name: Aubrey J. Ferrao

Title: Chief Executive Officer

*and not
individually*

FCC MARSH, LLC
a Florida limited liability company

By: Aubrey J. Ferrao

Name: Aubrey J. Ferrao

Title: Manager and President

*and not
individually*

**ARTICLES OF ORGANIZATION
OF
FCC MARSH, LLC
UNDER THE
FLORIDA LIMITED LIABILITY COMPANY ACT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 SEP - 1 AM 8:00

ARTICLE I – NAME

The name of the Limited Liability Company is FCC Marsh, LLC.

ARTICLE II – ADDRESS

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

FCC Marsh, LLC
c/o Gulf Bay Group of Companies
8156 Fiddler's Creek Parkway
Naples, Florida 34114

**ARTICLE III –
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S
SIGNATURE**

The name and address of the registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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.

Corporation Service Company

By: _____

Karin L. Dunn

Karin L. Dunn, Assistant VP

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. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of FCC Marsh, LLC, this 1st day of Sept, 2011.

FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: Aubrey J. Ferrao
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*