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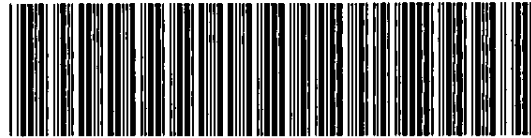
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

12/31/11

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11 DEC 29 AM 11:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



GUNSTER

ATTORNEYS AT LAW

Our File Number: 34046.1
Writer's E-Mail Address: RBurdo@Gunster.com
Writer's Direct Dial: 561-650-0703

December 28, 2011

SENT VIA FED EX

Division of Corporations
Florida Secretary of State
2661 Executive Center Circle
Tallahassee, FL 32301

Re: North County Properties, Inc.:
Conversion to Florida limited liability company

Dear Sir or Madam:

In connection with the conversion, as of December 31, 2011, of North County Properties, Inc. (Doc #J06981) to a Florida limited liability company, enclosed please find the *originals and one (1) copy* of each of the following documents:

1. Certificate of Conversion, including Plan of Conversion; and
2. Articles of Organization of North County Properties, LLC.

Also enclosed is our firm's check in the amount of \$180 (\$150 filing fee and \$30 certified copy fee) and a return FedEx envelope in which to return a certified copy of the filed document.

Thank you for your assistance in this matter. If you have any questions or comments regarding this time-sensitive filing, please contact the undersigned at 561-650-0703 or, in my absence, Mona Jones, CP, FRP at 772-288-1980.

Very truly yours,

Rita M. Burdo, CP, FRP
Certified Paralegal

Enclosures

cc: Mr. William Weizer
Ms. Cheryl Justus
Lisa Schneider, Esq.
Daniel Glassman, Esq.
Mona Jones, CP, FRP

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CERTIFICATE OF CONVERSION
FOR
NORTH COUNTY PROPERTIES, INC.
a Florida corporation
INTO
NORTH COUNTY PROPERTIES, LLC
a Florida limited liability company

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Sections 608.439 and 608.409, Florida Statutes:


1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is NORTH COUNTY PROPERTIES, INC.
2. The "Other Business Entity" is a Florida corporation first incorporated under the laws of the State of Florida on March 31, 1986 (the "Corporation") (Document No.: J06981).
3. The jurisdiction of the Corporation continues to be Florida.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is NORTH COUNTY PROPERTIES, LLC (the "Company").
5. The effective date of conversion is December 31, 2011.

Dated as of the 30th day of December, 2011.

NORTH COUNTY PROPERTIES, INC., a
Florida corporation

By: 
William T. Weizer, President

NORTH COUNTY PROPERTIES, LLC, a Florida
limited liability company

By: 
William T. Weizer, Authorized Representative

ARTICLES OF ORGANIZATION
FOR
NORTH COUNTY PROPERTIES, LLC
(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE I -
Name

The name of the Limited Liability Company is NORTH COUNTY PROPERTIES, LLC (the "Company").

ARTICLE II -
Duration

This Company shall exist and these Articles shall become effective on the Effective Date as hereinafter defined.. The duration of the Company shall thereafter be perpetual.

ARTICLE III -
Nature of Business

This Company is organized for the purpose of transacting any and all lawful business.

ARTICLE IV -
Address

The initial principal office address of the Company is 1505 Commerce Lane, Jupiter, Florida 33458.

The initial mailing address of the Company is 1505 Commerce Lane, Jupiter, Florida 33458.

ARTICLE V -
Initial Registered Agent and Registered Office

The street address of the initial registered office of the Company is 1505 Commerce Lane, Jupiter, Florida 33458, and the name of the initial registered agent of this Company at that address is WILLIAM T. WEIZER.

ARTICLE VI -
Management

The Company shall be manager-managed in accordance with the Operating Agreement of the Company. The initial managers of the Company are:

WILLIAM T. WEIZER
1505 Commerce Lane
Jupiter, FL 33458

CHERYL JUSTUS
962 High Darnell Road
Rabun Gap, GA 30568

**ARTICLE VII -
Membership Certificates**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

**ARTICLE VIII -
Indemnification**

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

(a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.

(b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.

(c) In the case of a manager or managing member, a circumstance under which the liability provisions of section 608.426 of the Florida Statutes are applicable.

(d) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE IX - Amendment

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

ARTICLE X - Effective Date

The Effective Date of these Articles of Organization is December 31, 2011.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 30th day of December, 2011.



WILLIAM T. WEIZER, Authorized Representative

(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.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, WILLIAM T. WEIZER hereby accepts the appointment as registered agent and agrees to act in this capacity. WILLIAM T. WEIZER further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and WILLIAM T. WEIZER is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.



WILLIAM T. WEIZER, Registered Agent

Dated: DEC 19, 2011.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA