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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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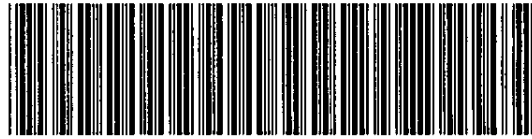
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:  
*Conversion*

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02/23/12--01023--019 \*\*160.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 FEB 23 AM 9:04

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J. SAULSBERRY  
EXAMINER

FEB 28 2012

DuaneMorris\*

IRM and AFFILIATE OFFICES

TARA L. MILLER, FRP  
FLORIDA REGISTERED PARALEGAL  
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February 16, 2012

VIA FEDEX

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Conversion of Carole Properties and Management, Inc., a Florida corporation, into Carole Properties and Management, LLC, a Florida limited liability company**

Dear Sir/Madam:

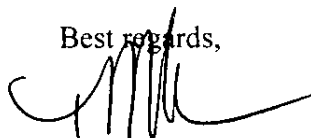
The enclosed Certificate of Conversion, Articles of Organization, and required filing fees are hereby submitted to convert Carole Properties and Management, Inc., an "Other Business Entity," into Carole Properties and Management, LLC, a "Florida Limited Liability Company," in accordance with §608.439, F.S.

Please return all correspondence concerning this matter to the undersigned in the enclosed self-addressed, postage paid envelope.

The e-mail address for annual report notifications is [tlmiller@duanemorris.com](mailto:tlmiller@duanemorris.com).

For further information concerning this matter, please contact attorney, Charles B. Shields, Jr., at the number below.

Best regards,



Tara L. Miller, FRP  
Florida Registered Paralegal

2012 FEB 23 AM 9:04  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE AND PLAN OF CONVERSION  
FOR  
CAROLE PROPERTIES AND MANAGEMENT, INC.  
INTO  
CAROLE PROPERTIES AND MANAGEMENT, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **CAROLE PROPERTIES AND MANAGEMENT, INC.**, a Florida corporation (the "Corporation"), into **CAROLE PROPERTIES AND MANAGEMENT, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

P97000091603  
10-24-97

1. **CAROLE PROPERTIES AND MANAGEMENT, INC.**, a Florida corporation, was formed on October 24, 1997.
2. The name of the Florida limited liability company is **CAROLE PROPERTIES AND MANAGEMENT, LLC**, and it will be the resulting entity which will be governed by the laws of the State of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned have executed this Certificate and Plan of Conversion as of the 25<sup>th</sup> day of January, 2012.

**CAROLE PROPERTIES AND MANAGEMENT, INC.**, Converting Entity

By: [Signature]  
**BARRETT EINAUGLER**, President

**CAROLE PROPERTIES AND MANAGEMENT, LLC**, Resulting Entity

By: [Signature]  
**BARRETT EINAUGLER**, President

**EXHIBIT A**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**CAROLE PROPERTIES AND MANAGEMENT, LLC**  
(a Florida limited liability company)

**FILED**

**2012 FEB 23 AM 9:04**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF ORGANIZATION  
OF  
CAROLE PROPERTIES AND MANAGEMENT, LLC**  
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is **CAROLE PROPERTIES AND MANAGEMENT, LLC** (hereinafter, the "Company").

**ARTICLE II  
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company

16466 Brookfield Estates Way  
Delray Beach, FL 33446

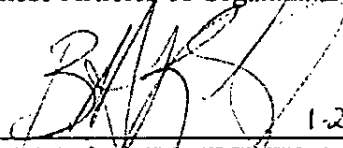
**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**


The name and street address of the Company's registered agent are:

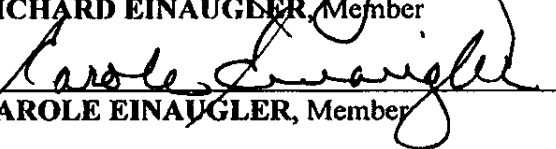
**JONATHAN J. LICHTMAN**  
20283 State Rd. 7, Suite 300  
Boca Raton, FL 33498

The undersigned Members have executed these Articles of Organization as of this 19 day of January 2012.

1-25-12

  
\_\_\_\_\_  
**BARRETTE INAUGLER, Member**

  
\_\_\_\_\_  
**RICHARD INAUGLER, Member**

  
\_\_\_\_\_  
**CAROLE INAUGLER, Member**

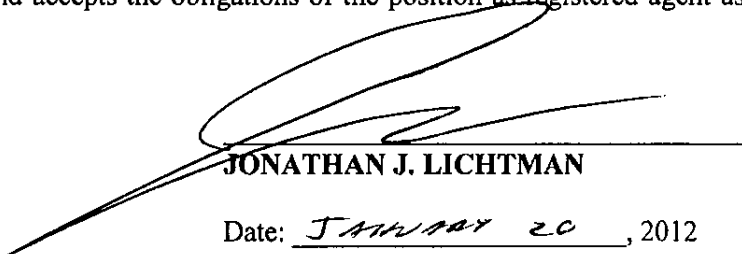
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TALEAHASSEE, FLORIDA

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **CAROLE PROPERTIES AND MANAGEMENT, LLC** at the place designated in Article III of the Articles of Organization, **JONATHAN J. LICHTMAN** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties. **JONATHAN J. LICHTMAN** is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
**JONATHAN J. LICHTMAN**  
Date: JANUARY 20, 2012

**FILED**  
2012 FEB 23 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT OF ALL OF THE  
SHAREHOLDERS AND DIRECTORS  
of  
CAROLE PROPERTIES AND MANAGEMENT, INC.**

FILED  
2012 FEB 23 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being all of the Shareholders and Directors of **CAROLE PROPERTIES AND MANAGEMENT, INC.**, a Florida corporation (the "Corporation"), do hereby consent and subscribe to the following acts and resolutions in accordance with Sections 607.0704 and 607.0821 of the Florida Statutes:

**WHEREAS**, for general business purposes, the Corporation desires to convert into a new Florida limited liability company, **CAROLE PROPERTIES AND MANAGEMENT, LLC** (the "LLC"), pursuant to Sections 607.1112 and 608.439, Florida Statutes, and in accordance with the Certificate and Plan of Conversion (the "Certificate of Conversion") in the form attached hereto (the "Conversion Transaction") effective upon the filing of the Certificate of Conversion to the Florida Department of State (the "Conversion Date"); and

**WHEREAS**, the LLC will cause to be timely filed with the Internal Revenue Service an Entity Classification Election (IRS Form 8832) electing to be taxed as an S corporation as defined in Section 1361 of the Internal Revenue Code of 1986, as amended, effective as of the Conversion Date; and

**WHEREAS**, it is intended that this Conversion Transaction qualify as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Certificate of Conversion, in the form attached hereto, is hereby ratified, confirmed and approved by all of the Shareholders and Directors of the Corporation; and be it

**FURTHER RESOLVED**, that pursuant to the Conversion Transaction the shares of issued and outstanding stock of the Corporation (the "Shares") shall be converted into membership interests (the "Member Interests") in the LLC, as follows:

The Shares held by the Shareholders of the Corporation immediately prior to the Conversion Transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by the Shareholders immediately prior to the Conversion Transaction will equal the same percentage of Member Interests in the LLC held by those (former) Shareholders (and now Members of the LLC) immediately after the Conversion Transaction ("Plan of Conversion").

; and be it

**FURTHER RESOLVED**, that **BARRETT EINAUGLER**, as President, is hereby authorized, empowered and directed to execute the Certificate of Conversion in the form attached hereto and to cause said Certificate of Conversion to be filed with the Florida Department of State in compliance with the applicable laws of the State of Florida; and be it

**FURTHER RESOLVED**, that the appropriate Officers of the Corporation are hereby authorized and directed to execute any other documents, in the name and on behalf of the Corporation and the LLC, or to take such additional action, and to pay all such expenses, which in their judgment shall be deemed necessary, proper or advisable in order to fully carry out the intent and to effectuate the purposes of these resolutions.

The undersigned, being all of the Shareholders and Directors of the Corporation, have executed this Written Consent this 19th day of January, 2012.

  
\_\_\_\_\_  
**BARRETT EINAUGLER**, Shareholder,  
Director

  
\_\_\_\_\_  
**RICHARD EINAUGLER**, Shareholder,  
Director

  
\_\_\_\_\_  
**CAROLE EINAUGLER**, Shareholder,  
Director

FILED  
2012 FEB 23 AM 9:04  
SECRETARY OF STATE  
FALLAHASSEE, FLORIDA



**WRITTEN CONSENT OF ALL OF THE  
MEMBERS OF  
CAROLE PROPERTIES AND MANAGEMENT, LLC**

**FILED**  
2012 FEB 23 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being all of the Members of **CAROLE PROPERTIES AND MANAGEMENT, LLC**, a Florida limited liability company (the "Company"), hereby take and adopt the following actions in writing, without a meeting, pursuant to Section 608.4231, Florida Statutes:

1. **Election of Officers**

**RESOLVED**, that the Members of the Company hereby elect the following persons to the offices set forth opposite their respective name, to serve in those capacities until their respective successor is duly elected and qualified, or until their respective earlier resignation, disability or death:

**BARRETT EINAUGLER** – President  
**RICHARD EINAUGLER** – Vice President, Secretary  
**CAROLE EINAUGLER** – Treasurer, Assistant Secretary

2. **Operating Agreement**

**RESOLVED**, that the Operating Agreement attached hereto is hereby adopted as the Operating Agreement of the Company effective as of the date of the filing of the Articles of Organization of the Company.

3. **Conversion Transaction**

**WHEREAS**, the Company is the successor in interest to **CAROLE PROPERTIES AND MANAGEMENT, INC.**, a Florida corporation, which shall be converted into the Company ("Conversion Transaction") pursuant to Sections 607.1112 and 608.439, Florida Statutes, and in accordance with the Certificate and Plan of Conversion (the "Certificate of Conversion") in the form attached hereto effective upon the filing of the Certificate of Conversion with the Florida Department of State; and

**WHEREAS**, in connection with the Conversion Transaction, the Company is desirous of timely filing with the Internal Revenue Service an Entity Classification Election (IRS Form 8832) electing to be treated and classified as an association taxable as an S corporation as defined in Section 1361 of the Internal Revenue Code of 1986, as amended, effective as of the date of the Conversion Transaction.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the President of the Company is hereby authorized and directed to execute the Certificate of Conversion and the Entity Classification Election (IRS Form 8832), in the forms attached hereto, and to cause the same to be filed with the Florida Department of State and the Internal Revenue Service effective, respectively; and be it

**FURTHER RESOLVED**, that the appropriate Officers of the Company are hereby authorized and directed to execute any other documents, in the name and on behalf of the Company, or to take such additional action, and to pay all such expenses, which in their judgment shall be deemed necessary, proper or advisable in order to fully carry out the intent and to effectuate the purposes of these resolutions.

**4. Ratification of Prior Acts**

**RESOLVED**, that all legal actions taken by and agreements entered into by the Members, Directors and Officers of the Company on behalf of the Company from the date of its formation to the present date are hereby ratified and confirmed in all respects.

The undersigned, being all of the Members and Directors of the Company, have executed this Written Consent this 19<sup>th</sup> day of January, 2012.

  
1-25-12  
\_\_\_\_\_  
BARRETT EINAUGLER, Member

  
\_\_\_\_\_  
RICHARD EINAUGLER, Member

  
\_\_\_\_\_  
CAROLE EINAUGLER, Member

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