

L12000090956

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**DATE: 07/02/13**

**NAME: DESTIN COMMONS PHASE III LLC**

**TYPE OF FILING: CONVERSION**

**COST: 25.00 + 30.00 + 5.00**

**RETURN: GOOD STANDING AND CERTIFIED COPY**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**CERTIFICATE OF CONVERSION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
INTO  
"OTHER BUSINESS ENTITY"**

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Section 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is Destin Commons Phase III LLC.
2. The name of the "Other Business Entity" is Destin Commons Phase III LLC.
3. The "Other Business Entity" is a limited liability company formed under the laws of the State of Delaware.
4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, Florida Statutes, and the conversion complies with the statute or applicable law governing the "Other Business Entity."
5. The plan of conversion and this conversion were approved as required by Chapter 608, Florida Statutes.
6. This conversion was effective under the laws governing the "Other Business Entity" on July 1, 2013.
7. This conversion shall be effective in Florida on July 1, 2013.
8. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is 19950 West Country Club Drive, 10<sup>th</sup> Floor, Aventura, FL 33180.
9. The "Other Business Entity" lists the following street and mailing address of an office the Florida Department of State may use for purposes of Section 48.181, Florida Statutes: c/o NRAI Services, Inc., 1200 South Pine Island Road, Plantation, FL 33324.
10. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

**[SIGNATURE PAGE TO FOLLOWS]**

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Signature Page of Certificate of Conversion (FL)

Duly executed and delivered this 30 day of June, 2013.

**TURNBERRY RETAIL HOLDING, L.P.**, a Delaware limited partnership, its Manager/Member

By: Turnberry Retail Subsidiary GP, LLC, a Delaware limited liability company, its General Partner

By: Turnberry Retail Developers, L.P., a Delaware limited partnership, its Managing Member

By: Turnberry Retail GP, LLC, a Delaware limited liability company, its General Partner

By: \_\_\_\_\_

Name: Jacquelyn Soffer  
Title: Manager/Member

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