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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
SEP 12 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SOLTERRE PROPERTIES, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

MARK F. DAHLE, JR.
(Contact Person)

NAJMY THOMPSON, P.L.
(Firm/Company)

6320 VENTURE DRIVE, SUITE 104
(Address)

LAKEWOOD RANCH, FL 34202
(City, State and Zip Code)

ELAINE@SOLTERREPROPERTIES.COM
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

MARK F. DAHLE, JR. at (941) 907-3999
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input checked="" type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status |
|---|---|--|--|

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFICATE OF CONVERSION
For
SOLTERRE PROPERTIES, INC.
Into
SOLTERRE PROPERTIES, LLC

FILED
12 SEP 11 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation, "SOLTERRE PROPERTIES, INC." into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.


1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is SOLTERRE PROPERTIES, INC. *P10000038915
2. SOLTERRE PROPERTIES, INC. is a corporation first incorporated under the laws of Florida on May 1, 2010.
3. The jurisdiction of SOLTERRE PROPERTIES, INC. has not changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is SOLTERRE PROPERTIES, LLC.
5. This conversion shall be effective on the date of filing.
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.
7. SOLTERRE PROPERTIES, INC. currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

[SIGNATURES ON NEXT PAGE]

The undersigned hereby affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Executed this 15 day of Aug, 2012.

SOLTERRE PROPERTIES, LLC


By: TERESA E. MULLHAUPT, as President

The undersigned hereby affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

SOLTERRE PROPERTIES, INC.


By: CHRISTOPHER MULLHAUPT, as Vice President

ARTICLES OF ORGANIZATION
OF
SOLTERRE PROPERTIES, LLC

FILED
Audit No. 12 SEP 11 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, as amended, does hereby adopt the following Articles of Organization for such company:

ARTICLE I. NAME

The name of this company shall be SOLTERRE PROPERTIES, LLC; and shall be referred to herein as "the Company" or "this Company."

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and the street address for the Company is 2501 Gulf Drive, Suite 101, Bradenton Beach, Florida 34217.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Company is as follows:

TERESA E. MULLHAUPT
2501 Gulf Drive, Suite 101
Bradenton Beach, Florida 34217

ARTICLE IV. INDEMNIFICATION

This Company shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE V. MANAGEMENT OF COMPANY

This Company shall be managed by its Managing Member(s).

Joseph L. Najmy, Esq.
Fla. Bar No. 0847283
Najmy Thompson, P.L.
6320 Venture Drive Ste. 104
Lakewood Ranch, Florida 34202
(941) 907-3999

Audit No.

Audit No.

IN WITNESS WHEREOF, the undersigned, as the Organizer of the Company named above, has signed these Articles of Organization on this 17 day of Aug, 2012.


TERESA E. MULLHAUPT, Managing Member

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

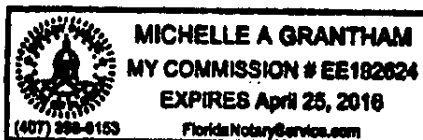
Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided in Chapter 608, F.S.


TERESA E. MULLHAUPT

STATE OF FLORIDA
COUNTY OF MANATEE

On August 17, 2012, Teresa E. Mullhaupt, designated above as the individual who shall serve as this company's Registered Agent, who is personally known to me and who did take an oath personally appeared before me and signed these Articles of Organization.


Notary Public, State of Florida



Joseph L. Najmy, Esq.
Fla. Bar No. 0847283
Najmy Thompson, P.L.
6320 Venture Drive Ste. 104
Lakewood Ranch, Florida 34202
(941) 907-3999

Audit No.