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(Address)

(City/State/Zip/Phone #)



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Certified Copies _____ Certificates of Status _____

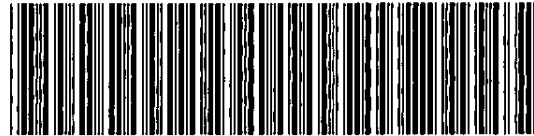
Special Instructions to Filing Officer:

A. LUNT

DEC 12 2012

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 DEC 11 PM 12:03

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FOREST RUN PARTNERS, LTD.
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Partnership or Limited Liability Limited Partnership into an "Other Organization" in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Melissa
Contact Person

ISL
Firm/Company

Address

City, State and Zip Code

canderson@shutts.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa at () 656-7956

Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$52.50 Filing Fee ☐ \$61.25 Filing Fee and Certificate of Status ☐ \$105.00 Filing Fee and Certified Copy ☐ \$113.75 Filing Fee, 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

THE
FEDERAL
BUREAU OF
INVESTIGATION
OF THE
DEPARTMENT OF JUSTICE
WASHINGTON, D. C. 20535

2812 DEC 11 PM 12:03

100

**CERTIFICATE OF CONVERSION
OF
FOREST RUN PARTNERS, LTD.
(a Florida limited partnership)
INTO
WATERFORD VILLAS ASSOCIATES, LLC
(a Florida limited liability company)**

FILED
2012 DEC 11 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion (this "Certificate") and the attached Articles of Organization are submitted to convert **Forest Run Partners, Ltd.**, a Florida limited partnership (the "Partnership") into **Waterford Villas Associates, LLC**, a Florida limited liability company (the "Company") in accordance with Section 608.439, Florida Statutes.

1. The name of the Partnership immediately prior to filing this Certificate is: **Forest Run Partners, Ltd.**

2. The Partnership (i.e. – the "Other Business Entity") is a limited partnership first organized under Florida law on June 19, 1989, and it remains governed by the laws of the State of Florida.

3. The name of the Company, a Florida limited liability company, as stated in the attached Articles of Organization is **Waterford Villas Associates, LLC**.

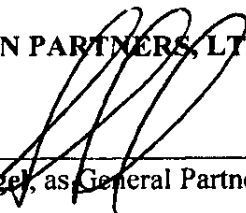
4. The conversion was approved by the Partnership in accordance with Chapter 620, Florida Statutes.

5. This Certificate is effective upon filing by the Florida Department of State.

Signed on November 30 2012.

PARTNERSHIP:

FOREST RUN PARTNERS, LTD.

By: 
Sam Spiegel, as General Partner

COMPANY:

WATERFORD VILLAS ASSOCIATES, LLC

By: 

Sam Spiegel, Manager (authorized
representative of the Members of the Company)

By: 

Simone A. Spiegel, as Manager (authorized
representative of the Members of the Company)

FILED

2012 DEC 11 PM 12:03

CLERK OF STATE
TALLAHASSEE, FL 32301

PLAN OF CONVERSION

FOREST RUN PARTNERS, LTD.
(a Florida limited partnership)
INTO
WATERFORD VILLAS ASSOCIATES, LLC
(a Florida limited liability company)

The undersigned, being all the partners of **Forest Run Partners, Ltd.**, a Florida limited partnership, adopt and approve the following Plan of Conversion and the organizational documents attached on **Exhibit A** in accordance with Florida Statute Section 608.439 and Section 620.2102.

Article I – Organization Prior to Conversion

The name and form of the organization before conversion is:

Name of Organization: Forest Run Partners, Ltd.
Form of Organization: Florida limited partnership

Article II - Organization Following Conversion

The name and form of the organization after conversion is as follows:

Name of Organization: Waterford Villas Associates, LLC
Form of Organization: Florida limited liability company

Article III - Terms and Conditions

The terms and conditions of the conversion are as follows:

Forest Run Partners, Ltd., a Florida limited partnership (the "**Partnership**") shall convert to Waterford Villas Associates, LLC, a Florida limited liability company (the "**Company**") (the "**Conversion**"). All of the rights, property and liability of the Partnership shall become the rights, property and liability of the Company pursuant to the Conversion. Promptly following the approval of this Plan of Conversion by the partners of the Partnership, the managers of the Company and a partner of the Partnership shall file a Certificate of Conversion with the Florida Secretary of State.

Article IV - Basis and Manner of Converting Interests

The manner and basis of converting the interests in the Partnership into interests in the Company or into other consideration are as follows:

The ninety-five percent (95%) limited partnership interest of SAM SPIEGEL and SIMONE A. SPIEGEL in the Partnership shall be converted into a one-half percent (0.5%) voting interest and a forty-seven percent (47%) nonvoting interest in the Company owned by

SAM SPIEGEL, and a one-half percent (0.5%) voting interest and a forty-seven percent (47%) nonvoting interest in the Company owned by SIMONE A. SPIEGEL.

The five percent (5%) limited partnership interest in the Partnership owned by Simsam, Inc., a Florida corporation, shall be converted into a five percent (5%) nonvoting interest in the Company owned by Simsam, Inc.

The membership interests in the Company shall be reflected in an operating agreement adopted by the members of the Company.

Article V – Actions of Partners

The undersigned partners are each authorized and directed to (i) file any forms and documents required by the State of Florida to cause the Conversion, including, but not limited to, Certificate of Conversion and (ii) take any action deemed appropriate to carry out the intent and accomplish the purposes of this Plan of Conversion.

Article VI – Organizational Documents of the Converted Organization

The organizational documents of the Company are attached as **Exhibit A**.

The undersigned, all the Partners of the Partnership, approve this Plan of Conversion adopted without a meeting. This Plan of Conversion may be executed in counterparts and delivered by facsimile and email.

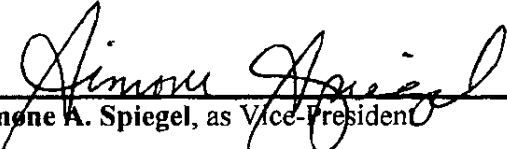
Effective November 30, 2012.

PARTNERS

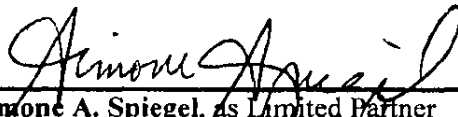
SIMSAM, INC., A FLORIDA CORPORATION



Sam Spiegel, as General Partner and Limited Partner



Simone A. Spiegel, as Vice-President



Simone A. Spiegel, as Limited Partner

Exhibit A

Organizational Documents

(See Attached)

ARTICLES OF ORGANIZATION
OF
WATERFORD VILLAS ASSOCIATES, LLC

The undersigned, acting as the authorized representatives of the organizing Members of a limited liability company under the Florida Limited Liability Company Act, hereby files these Articles of Organization, forming the Florida limited liability company described below.

ARTICLE I
NAME AND MANAGEMENT

The name of the limited liability company is "WATERFORD VILLAS ASSOCIATES, LLC" (the "Company"). The Company is manager-managed. The initial Managers of the Company are SAM SPIEGEL and SIMONE A. SPIEGEL, and the mailing address of both the Managers are the same: 455 Fairway Drive, Suite 301, Deerfield Beach, Florida 33410.

ARTICLE II
MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company are the same: 455 Fairway Drive, Suite 301, Deerfield Beach, Florida 33410.

ARTICLE III
NAME AND STREET ADDRESS OF REGISTERED AGENT

The name of the initial registered agent of the Company for service of process in this state is SIMONE A. SPIEGEL. The street address of the initial registered agent of the Company is 455 Fairway Drive, Suite 301, Deerfield Beach, Florida 33410.

Signed by the undersigned authorized representatives of the organizing Members of the Company on December 4, 2012.

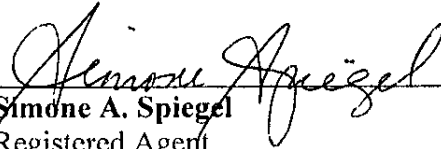
By:  _____
By: Sam Spiegel, as Manager

 _____
By: Simone A. Spiegel, as Manager

ACCEPTANCE BY REGISTERED AGENT

I accept appointment as the registered agent of **Waterford Villas Associates, LLC**. I am familiar with and accept the obligations of that position, as set forth in Chapter 608, Florida Statutes.

Signed by the undersigned registered agent on December 4, 2012.


Simone A. Spiegel
Registered Agent

FILED
2012 DEC 11 PM 12:09
CLERK OF STATE
TALLAHASSEE, FLORIDA