

L14000136419

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

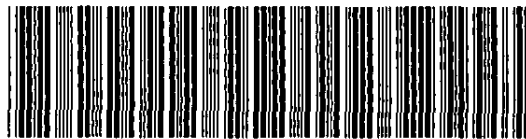
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300263703923

09/02/14--01001--010 **150.00

RECEIVED
SECRETARY OF STATE
2014 AUG 29 PM 2:18
NOT FOR FILING
TO APPROVAL EDGE
SUFFICIENCY OF FILINGS

FILED
2014 AUG 29 PM 12:02
CLERK OF STATE
TALLAHASSEE FLORIDA

SEP 02 2014
J. BRUCE

CT

August 29, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9261058 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

Coral Gables Associates, LLC (FL)
Formation
Florida

Coral Gables Associates, LLC (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2014 AUG 29 PM 12: 02

FILED

**ARTICLES OF CONVERSION
OF
CORAL GABLES ASSOCIATES
INTO
CORAL GABLES ASSOCIATES, LLC**

In accordance with Sections 620.8914 and 605.1045, Florida Statutes, these Articles of Conversion are submitted to convert Coral Gables Associates, a Florida general partnership (the "Partnership"), into Coral Gables Associates, LLC, a Florida limited liability company (the "Company").

1. The name of the Partnership (the converting entity) is Coral Gables Associates. The Partnership was created under the laws of the State of Florida on July 20, 1989. The Partnership has at all times been a Florida general partnership. *6P1400001157*

2. The name of the Company (the converted entity) is Coral Gables Associates, LLC, a Florida limited liability company, which is created by the filing of the attached Articles of Organization with the Secretary of State of the State of Florida.

3. The Partnership is converting into the Company. The effective date of the conversion of the Partnership into the Company shall be at 12:01 a.m. on September 1, 2014.

4. The conversion of the Partnership into the Company has been approved by all of the partners of the Partnership in accordance with the laws of the State of Florida.

The undersigned person, being a partner in the Partnership and the authorized representative of the Partnership and the Company, has executed these Articles of Conversion this 29th day of August, 2014.

USAA Real Estate Company,
a Delaware corporation,
as a partner in the Partnership and
as authorized representative

By: *J. K. M.*
Name: James K. Hardin
Title: Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2014 AUG 29 PM 12:02

FILED

ARTICLES OF ORGANIZATION
OF
CORAL GABLES ASSOCIATES, LLC

The undersigned executes these Articles of Organization of Coral Gables Associates, LLC to form a limited liability company pursuant to the Florida Revised Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is: Coral Gables Associates, LLC.

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is 9830 Colonnade Blvd., 600, San Antonio, TX 78230.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is 1200 S. Pine Island Road, Plantation, FL 33324, and the name of the limited liability company's initial registered agent at that address is CT Corporation System.

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

CT Corporation Systems

By: Jane Zochritz
Name: Jane Zochritz
Title: Asst. Secretary

ARTICLE IV. MANAGEMENT OF COMPANY

The limited liability company is a member-managed limited liability company.

ARTICLE V. EFFECTIVE TIME

These Articles of Organization are effective at 12:01 a.m. on September 1, 2014.

FILED
2014 AUG 29 PM 12:02
CLERK OF STATE
TALLAHASSEE FLORIDA

EXECUTED: August 29, 2014 .

USAA Real Estate Company,
a Delaware Corporation,
as Authorized representative of the members

By: 

Name: James K. Hardin

Title: Assistant Secretary