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(Business Entity Name)

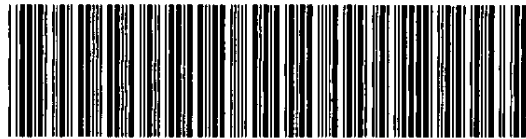
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF CONVERSION  
OF  
EL SEÑOR BOUNGY, INC.  
INTO  
WATERVIEW ESTATES OF KEY WEST, LLC**

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TALLAHASSEE FLORIDA

In accordance with Fla. Stat. §§605.1041(2), 605.1043(2), 605.1045, 607.1112, 607.1113 and 607.1114, these Articles of Conversion and the attached Articles of Organization are submitted to the Florida Department of State to convert El Señor Boungy, Inc., a Florida for profit corporation, into Waterview Estates of Key West, LLC, a Florida limited liability company, in accordance with the requirements set forth in Fla. Stat. §§605.1045 and 607.1113. In order to accomplish such conversion, the following information required that Fla. Stat. §§605.1045 and 607.1113 is hereby submitted:

1. The name of the Florida for profit corporation converting into a Florida limited liability company prior to the filing of these Articles of Conversion is El Señor Boungy, Inc.

2. El Señor Boungy, Inc. was originally formed in the State of Florida on December 28, 2000, as a Florida for profit corporation governed under Chapter 607 of the Florida Statutes, the Florida Business Corporation Act.

3. The name of the Florida limited liability company, the converting entity, into which the Florida profit corporation will be converted is Waterview Estates of Key West, LLC, all is set forth in the attached Articles of Organization (attached hereto as **"Exhibit 1"**).

4. The above-referenced Florida for profit corporation, El Señor Boungy, Inc. (The "Other Business Entity") has converted into a Florida limited liability company, Waterview Estates of Key West, LLC, in compliance with Chapter 607 of the Florida Statutes and Fla. Stat. §607.1113

and the conversion complies with the applicable laws governing the "Other Business Entity" as set forth in Fla. Stat. §607.1113(1)(a).

5. The plan of conversion was approved by the Florida for profit corporation, El Señor Boungy, Inc., in accordance with Chapter 607 of the Florida Statutes and Fla. Stat. §607.1113(1)(b).

6. This conversion is effective under the laws governing the "Other Business Entity", the Florida for profit corporation, El Señor Boungy, Inc., on the day of filing these Articles of Conversion with the Florida Department of State.

7. The "Other Business Entity's" principal office address, including street and number is PO Box 4693, Key West, FL 33041.

8. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Fla. Stat. §§607.1301 through 607.1333 of the Florida Statutes. The converting entity has agreed to pay to the members of any limited liability company with appraisal rights the amount to which such members are entitled under Fla. Stat. §§605.1006 and 605.1061 through 605.1072.

9. The plan of conversion has been approved in accordance with all applicable statutes governing Florida limited liability companies including Fla. Stat. §§605.1041 - 605.1046.

10. The effective date of this conversion shall be the day upon which these Articles of Conversion are filed with the Florida Department of State.

11. The converting entity, Waterview Estates of Key West, LLC, shall retain the Subchapter S election of the converted entity, El Señor Boungy, Inc., all pursuant to Subchapter S of the Internal Revenue Code of 1986, as amended, I.R.C. §1361 et seq. of the Code.

Signed on <sup>August</sup> ~~July~~ 10<sup>th</sup>, 2015.

**Signature(s) on behalf of Florida Profit Corporation:**

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: DANISE D. HENRIQUEZ, Personal Representative Title: President/Director

**Signature of Member or Authorized Representatives of Limited Liability Company, Waterview Estates of Key West, Inc.:**

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: DANISE D. HENRIQUEZ, Personal Representative Title: Member, Manager

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: HAROLD E. WOLFE, JR., as Trustee of the Harold E. Wolfe, Jr. Revocable Trust originally dated December 22, 1983, as restated on December 22, 2011 Title: Member, Manager

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: MICHAEL HALPERN, as Trustee of the Michael Halpern Revocable Trust, originally dated April 6, 199, as restated on December 23, 2006 Title: Member, Manager

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TALLAHASSEE FLORIDA

**EXHIBIT 1**

**ARTICLES OF ORGANIZATION  
OF  
WATERVIEW ESTATES OF KEY WEST, LLC**

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.201 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and hereby state and certify the following:

**ARTICLE I - NAME OF LIMITED LIABILITY COMPANY**

In accordance with Fla. Stat. §§605.0112 and 605.0201(2)(a), the limited liability company's name shall be "WATERVIEW ESTATES OF KEY WEST, LLC".

**ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY**

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §§605.0201(4) and 605.0207.

**ARTICLE III - LOCATION OF PRINCIPAL OFFICE**

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

**Mailing and Street Address:**

PO Box 4693  
Key West, FL 33041

3613 Northside Court  
Key West, FL 33040

#### **ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Boulevard, Suite 302, West Palm Beach, Florida 33409. The name of the registered agent at such registered office is **HAROLD E. WOLFE, JR., ESQ.**. The written acceptance of the Company's initial registered agent as required under Fla. Stat. §605.0201(2)(c) is affixed to the end of these Articles.

#### **ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof. In accordance with Fla. Stat. §605.0403(5)(or successor section), any Member who fails to make a required capital contribution under the terms of the Operating

Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

#### **ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the duration set forth in Article II hereof.

#### **ARTICLE VII - COMPOSITION OF MANAGEMENT**

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605 of the Florida Statutes. This limited liability company shall be managed, as a Manager-managed limited liability company, by four (4) Managers, DANISE D. HENRIQUEZ, RALPH M. HENRIQUEZ, HAROLD E. WOLFE, JR., ESQ., and MICHAEL HALPERN, ESQ., during their lifetime and no other persons or individuals shall have the right to so manage this limited liability company unless both of such Managers resign, die, voluntarily retire or consent in writing to a successor Manager; provided, however, that the four (4) aforesaid Managers may privately modify management among themselves in accordance with a written document executed by all of them. Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §§605.0407(1)(a) and 605.0201(3)(a) and shall be so managed by DANISE D. HENRIQUEZ, RALPH M. HENRIQUEZ, HAROLD E. WOLFE, JR., ESQ., and MICHAEL HALPERN, ESQ., until all have resigned, died, or retired, or consented to a Successor Manager.

Upon the resignation, death, or retirement, or written consent to a successor Manager, of DANISE D. HENRIQUEZ, RALPH M. HENRIQUEZ, HAROLD E. WOLFE, JR., ESQ., and MICHAEL HALPERN, ESQ., in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this limited liability company. In accordance with the foregoing, the names and addresses of the Manager of this limited liability company is:

<u>Name of Manager</u>	<u>Address</u>
Danise D. Henriquez	PO Box 4693 Key West, FL 33041
Ralph M. Henriquez	PO Box 4693 Key West, FL 33041
Harold W. Wolfe, Jr., Esq.	63 Bay Drive Key West, FL 33040
Michael Halpern, Esq.	87 Cannon Royal Drive Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or §605.0404(2) (or successor sections) the Managers shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since this limited liability company is to be a manager-managed company, the Managers herein named shall have all of the rights afforded under Fla. Stat. §605.0407(3) (or successor statute); and the rights afforded the Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.



### **ARTICLE VIII – OWNERSHIP UNITS**

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount specified in the Operating Agreement or as specified in Fla. Stat. §605.0404 if the Operating Agreement is silent as to that matter.

### **ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605 of the Florida Statutes. Additionally, this limited liability company shall engage in the business of owning and operating a certain trailer park located at 6529 Maloney Avenue, Key West, FL 33040.

### **ARTICLE X - STATEMENT OF AUTHORITY**

This limited liability company may file a statement of authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

## **ARTICLE XI -OPERATING AGREEMENT**

This limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VIII hereof), shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla. Stat. §§605.0105 and 605.0106; provided, however, that any amendment or alternation of the Operating Agreement of this limited liability company shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions of Chapter 605 of the Florida Statutes entitled the "Florida Revised Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of any Operating Agreement then governing this limited liability company.

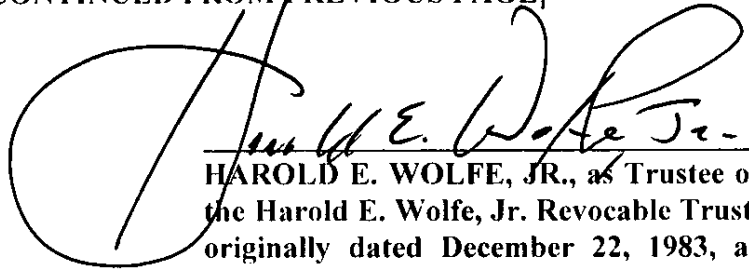
**IN WITNESS WHEREOF**, the undersigned, members of this limited liability company have executed these Articles of Organization on this 10<sup>th</sup> August day of August, 2015.

**WATERVIEW ESTATES OF KEY  
WEST, LLC**

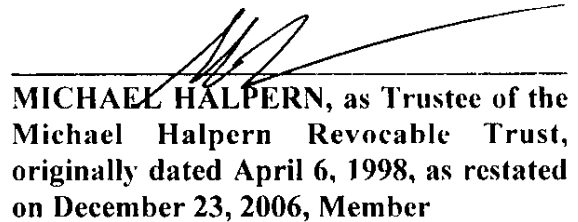
  
DANISE D. HENRIQUEZ, Member

**[SIGNATURES CONTINUED ON NEXT PAGE]**

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]



HAROLD E. WOLFE, JR., as Trustee of  
the Harold E. Wolfe, Jr. Revocable Trust,  
originally dated December 22, 1983, as  
restated on December 22, 2011, Member



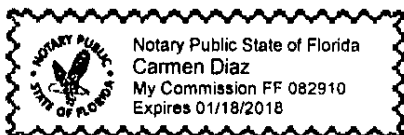
MICHAEL HALPERN, as Trustee of the  
Michael Halpern Revocable Trust,  
originally dated April 6, 1998, as restated  
on December 23, 2006, Member

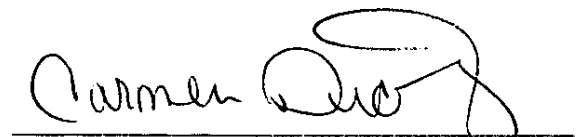

STATE OF FLORIDA       )  
                                      ) ss:  
COUNTY OF MONROE    )

BEFORE ME personal appeared DANISE D. HENRIQUEZ, the signor, who personally  
appeared before me at the time of this notarization, and is personally known to me or has produced  
\_\_\_\_\_ as identification and is known to be the person described in and  
who executed the foregoing instrument and acknowledged to and before me that he executed said  
instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of July, 2015.

(SEAL)



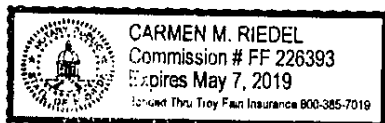
  
Notary Public, State of Florida  
  
(Print, Type or Stamp Commissioned Name of Notary Public)

STATE OF FLORIDA       )  
                                      ) ss:  
COUNTY OF MONROE     )

BEFORE ME personal appeared HAROLD E. WOLFE, JR., the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10<sup>th</sup> August day of ~~July~~, 2015.

(SEAL)



Carmen M. Riedel  
Notary Public, State of Florida

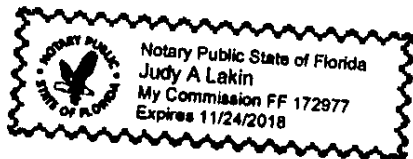
\_\_\_\_\_  
(Print, Type or Stamp Commissioned Name of Notary Public)

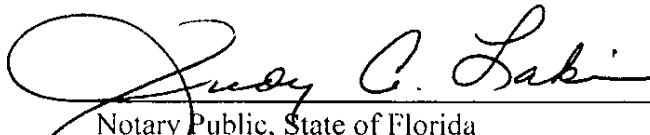
STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF MONROE     )

BEFORE ME personal appeared MICHAEL HALPERN, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10<sup>th</sup> day of <sup>August</sup>~~July~~, 2015.

(SEAL)

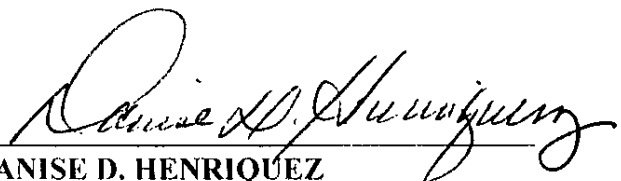


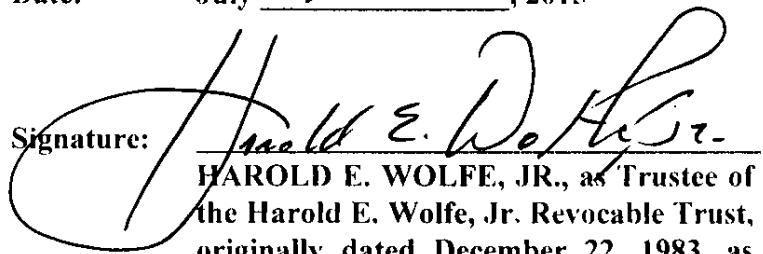
  
Notary Public, State of Florida  
Judy A. Lakin  
(Print, Type or Stamp Commissioned Name of Notary Public)

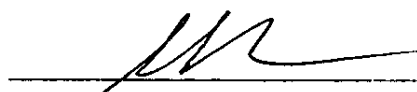
**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 605.0113, Florida Statutes, the following is submitted:

That **WATERVIEW ESTATES OF KEY WEST, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, County of Monroe, State of Florida, has named **HAROLD E. WOLFE, JR., ESQ.** as its agent to accept service of process.

Signature:   
DANISE D. HENRIQUEZ  
Title: Incorporating Member  
Date: July 28<sup>th</sup>, 2015

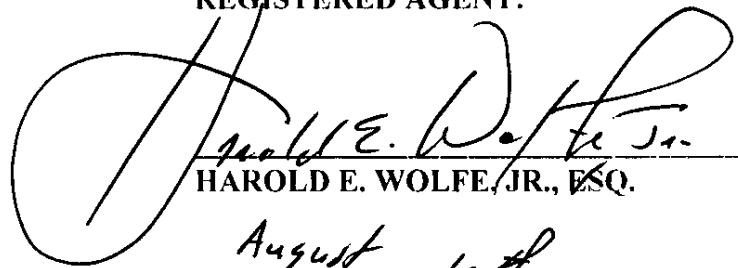
Signature:   
HAROLD E. WOLFE, JR., as Trustee of  
the Harold E. Wolfe, Jr. Revocable Trust,  
originally dated December 22, 1983, as  
restated on December 22, 2011  
Title: Incorporating Member  
Date: ~~July~~ <sup>August</sup> 10<sup>th</sup>, 2015

Signature:   
MICHAEL HALPERN, as Trustee of the  
Michael Halpern Revocable Trust,  
originally dated April 6, 1998, as restated  
on December 23, 2006  
Title: Incorporating Member  
Date: ~~July~~ <sup>AUGUST</sup> 10, 2015

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes and Florida Statutes §605.0113, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

A large, stylized handwritten signature in black ink, which appears to read "Harold E. Wolfe, Jr.", is written over a horizontal line.

HAROLD E. WOLFE, JR., ESQ.

DATE: *August* *16<sup>th</sup>*, 2015