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1.

Market Street Palm COASTRE, LLC  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

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**ARTICLES OF CONVERSION  
FOR  
OTHER BUSINESS ENTITY  
INTO  
A FLORIDA LIMITED LIABILITY COMPANY**

These Articles of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Section 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is Market Street Palm Coast RE, LLC, a Delaware limited liability company.

*mlc - 6976*

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the state of Delaware on August 29, 2016.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: **MARKET STREET PALM COAST RE, LLC.**

4. The plan of conversion was approved in accordance with the Florida Revised Limited Liability Company Act and the Delaware Limited Liability Company Act.

**IN WITNESS WHEREOF**, the undersigned members of the Other Business Entity have executed these Articles of Conversion as of the 22nd day of December, 2016.

**MARKET STREET PALM COAST RE, L.L.C.**  
a Delaware limited liability company

By: Palm Coast ALF, L.L.C. a Florida limited liability company, Member

By:   
Joan T. Williams, Manager

**INDEX SENIOR LIVING PALM COAST, LLC**  
a Florida limited liability company, Member

By:   
Bjarne Borg, Manager

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**ARTICLES OF ORGANIZATION  
OF  
MARKET STREET PALM COAST RE, LLC**

**ARTICLE I - NAME**

The name of this limited liability company is Market Street Palm Coast RE, LLC (the "Company").

**ARTICLE II - PRINCIPAL OFFICE**

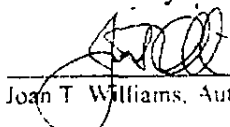
The mailing address and street address of the principal office of the Company is 445 24th Street, Suite 300, Vero Beach, Florida 32960.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 445 24th Street, Suite 300, Vero Beach, Florida 32960, and the name of the initial registered agent of the Company at that address is Joan T. Williams.

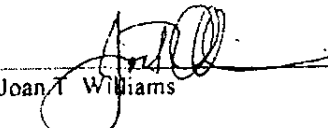
**ARTICLE IV - MANAGEMENT**

The Company is a member-managed limited liability company, and the initial members of the Company are Palm Coast ALF, LLC, a Florida limited liability company, and Index Senior Living Palm Coast, LLC, a Florida limited liability company.

  
Joan T. Williams, Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and 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 as provided for in Chapter 605, Florida Statutes

  
Joan T. Williams

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