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(City/State/Zip/Phone #)

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CLERK OF COURT
ALACHUA COUNTY, FLORIDA

T. BURCH

MAR 23 2017

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Artemis Properties of West Palm Beach, LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles 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. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Gigi Iza

(Contact Person)

Umbach Financial Group, LLC

(Firm/Company)

525 South Flagler Drive, Suite 100

(Address)

West Palm Beach, FL 33401

(City, State and Zip Code)

giza@joesfinancial.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Gigi Iza

at (561) 228-7499
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

<input checked="" 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 type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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STREET ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center
Circle Tallahassee, FL
32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF CONVERSION

FOR

ARTEMIS PROPERTIES, LP

INTO

ARTEMIS PROPERTIES OF WEST PALM BEACH, LLC

The Articles of Conversion and attached Articles of Organization are submitted to convert Artemis Properties, LP, a Delaware limited partnership, (the "Other Business Entity") into Artemis Properties of West Palm Beach, a Florida limited liability company, (the "Converted Entity") in accordance with § 605.1045, Florida Statutes.

ARTICLE I - OTHER BUSINESS ENTITY

The name of the Other Business Entity immediately prior to the filing of the Articles of Conversion is: Artemis Properties, LP, a Delaware limited partnership. Artemis Properties, LP was first organized, formed or incorporated under the laws of Delaware on October 29, 2013.

ARTICLE II - CONVERTED ENTITY

The name of the Florida limited liability company as set forth in the attached Articles of Organization is Artemis Properties of West Palm Beach, LLC.

ARTICLE III - PLAN OF CONVERSION

The plan of conversion has been approved in accordance with all applicable statutes.

ARTICLE IV - APPRAISAL RIGHTS

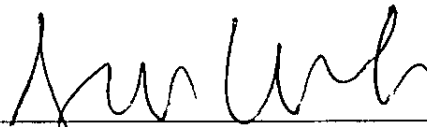
The Converted Entity or Other Business Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under §§ 605.1006 and 605.1061-605.1072, Florida Statutes.

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Conversion shall be the date of filing of these Articles of Conversion with the Florida Department of State.

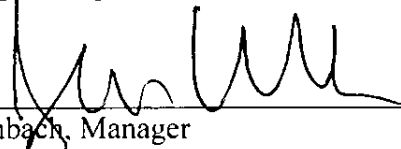
Signed this 15 day of March, 2017.

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CLERK OF STATE
TALLAHASSEE, FLORIDA



Joseph Umbach, authorized representative of
Artemis Properties of West Palm Beach, LLC

Aphrodite Group, LLC, a Delaware limited liability
company, general partner of Artemis Properties, LP



By: _____
Joseph Umbach, Manager

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CLERK OF STATE
ALLAHABAD, FLORIDA

ARTICLES OF ORGANIZATION
OF
ARTEMIS PROPERTIES OF WEST PALM BEACH, LLC

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17 MAR 22 AM 9:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as authorized representative of this limited liability company pursuant to Chapter 605 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is Artemis Properties of West Palm Beach, LLC (the “Company”).

ARTICLE II - PRINCIPAL OFFICE

The street address, and the mailing address, of the principal office of the Company is 525 South Flagler Drive, Suite 100, West Palm Beach, Florida 33401.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 525 South Flagler Drive, Suite 100, West Palm Beach, Florida 33401. The name of the registered agent of the Company at that address is Joseph Umbach.

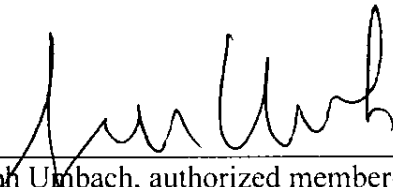
ARTICLE IV - MANAGEMENT

The Company is to be a manager-managed company. The name and address of the initial manager of the Company is Joseph Umbach, 525 South Flagler Drive, Suite 100, West Palm Beach, Florida 33401.

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

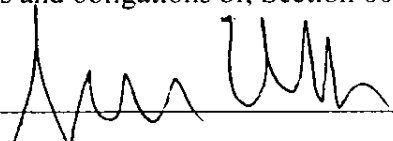
The undersigned authorized member-representative has made and subscribed these Articles of Organization this 15 day of March, 2017.



Joseph Umbach, authorized member-representative

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 605.0113 of the Florida Statutes.



Date: March 15, 2017

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17 MAR 22 AM 9:53
CLERK OF STATE
TALLAHASSEE, FLORIDA