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(Requestor's Name)

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(City/State/Zip/Phone #)

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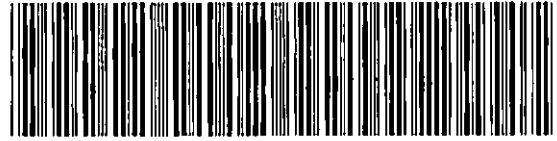
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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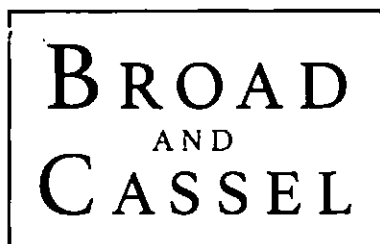
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17 DEC -5 AM 9:28  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

T. BURCH

DEC 6 2017



SARAH M. AUSTIN  
LEGAL SECRETARY TO MATTHEW PALMA, ESQ.

Direct Line: 407.481.5230  
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smaustin@broadandcassel.com

December 4, 2017

**PERSONAL AND CONFIDENTIAL**

**VIA FEDERAL EXPRESS**

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

Re: Conversion of Corporation into a Florida Limited Liability Company

Dear Sir/Madam:

Please find enclosed the following documents:

- Certificate of Conversion for Village West, Inc. to Village West, LLC
- Articles of Organization of Village West, LLC
- Certificate of Conversion for Howe Properties, Inc. to Howe Properties, LLC
- Articles of Organization of Howe Properties, LLC

I have also enclosed a self-addressed stamped envelope and a check in the amount of \$300.00 for the processing fee. Thank you for your assistance with this matter, and should you have any questions, please do not hesitate to contact our office.

Sincerely,

BROAD AND CASSEL LLP

A handwritten signature in cursive script that reads "Sarah M. Austin".

Sarah M. Austin  
Legal Secretary to Matthew Palma, Esq.

SMA  
Enclosures

**CERTIFICATE OF CONVERSION FOR**  
**VILLAGE WEST, INC**  
**TO**  
**VILLAGE WEST, LLC**

FILED  
17 DEC -5 AM 9:28  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. VILLAGE WEST, INC. (the "Corporation") has been converted to VILLAGE WEST, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §605 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by the shareholders and director of the Corporation and by the members of the LLC, dated of even date herewith, and in compliance with Florida Statutes.

3. The effective date of the conversion shall be the date of filing with the Secretary of State.

4. The mailing address for the LLC is 1535 Fern Hollow Drive, Deland, Florida 32720, and the street address of the principal office of the LLC is 1155 Volusia Avenue, Orange City, Florida 32763.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is VILLAGE WEST, INC., incorporated under the laws of the State of Florida August 28, 1997.

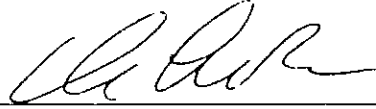
6. The name of the LLC, as set forth in the attached Articles of Organization is VILLAGE WEST, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §605.1006 and 605.1061-605.1072.

**(SIGNATURES ON FOLLOWING PAGE)**

DATED effective this 2 day of November, 2017.

VILLAGE WEST, INC.



CHRISTOPHER L. HOWE, President

SHAREHOLDER:



CHRISTOPHER L. HOWE

## **ARTICLES OF ORGANIZATION**

### **OF**

## **VILLAGE WEST, LLC**

The undersigned acting as the organizer of VILLAGE WEST, LLC, under the Florida Limited Liability Company Act, Chapter 605, *Fla. Stat.*, adopts the following Articles of Organization:

### **ARTICLE I - Name:**

The name of the limited liability company is VILLAGE WEST, LLC (the "Company").

### **ARTICLE II - Address:**

The mailing address and the street address of the principal office of the limited liability company is 1155 Volusia Avenue, Orange City, Florida 32763.

### **ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

### **ARTICLE IV - Management:**

The limited liability company is to be managed by managers and the names and addresses of the individuals who are to serve as initial managers until the first annual meeting of the members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Christopher L. Howe	1535 Fern Hollow Drive Deland, Florida 32720

### **ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

#### **ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, *Fla. Stat.*

#### **ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Christopher L. Howe, whose address is 1535 Fern Hollow Drive, Deland, Florida 32720.

A copy of the registered agent's acceptance to serve accompanies these Articles.

#### **ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

#### **ARTICLE IX - Indemnification:**

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

**ARTICLE X – Member Interests:**

The Company is authorized to issue both voting and nonvoting member certificates. All common member certificates shall be identical in all respects except the nonvoting member certificates shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting member interests.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization as of this 2 day of November, 2017.



CHRISTOPHER L. HOWE

**ACCEPTANCE OF APPOINTMENT OF  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 605.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **VILLAGE WEST, LLC.**
2. The name and address of the registered agent is:

CHRISTOPHER L. HOWE  
1535 Fern Hollow Drive  
Deland, Florida 32720

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in his capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and that he is familiar with and accepts the obligations of his position as registered agent.



CHRISTOPHER L. HOWE

Dated this 2 day of November, 2017.

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CLERK OF CIRCUIT COURT  
IN AND FOR THE STATE OF FLORIDA