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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



17 JK

T SCHROEDER

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: OTTER FORK EQUESTRIAN COMPLEX, 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:

DONNA M. FLAMMANG, ESQUIRE

(Contact Person)

BRENNAN, MANNA & DIAMOND, P.L.

(Firm/Company)

27200 RIVERVIEW CENTER BLVD., SUITE 310

(Address)

BONITA SPRINGS, FL 34134

(City, State and Zip Code)

dmflammang@bmdpl.com

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

For further information concerning this matter, please call:

Donna M. Flammang at (239) 992-6578

(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)

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

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
"Other Business Entity"
Into
Florida Limited Liability Company

The 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 s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
OTTER FORK EQUESTRIAN COMPLEX, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of OHIO
(Enter state, or if a non-U.S. entity, the name of the country)

on 04/18/2007
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

OTTER FORK EQUESTRIAN COMPLEX, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 02/01/2019

(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

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Signed this 29 day of JANUARY 2019.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: MARK E. SCHUSTER Title: MANAGER

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: [Signature]
Printed Name: MARK E. SCHUSTER Title: MANAGER

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
OTTER FORK EQUESTRIAN COMPLEX, LLC**

**ARTICLE I
NAME**

The name of this limited liability company is Otter Fork Equestrian Complex, LLC, a Florida limited liability company (the "Company").

**ARTICLE II
DURATION**

The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III
PURPOSE**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS**

The street and mailing address of the Company's principal office is 392 West Street, Naples, Florida 34108.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Andrew G. Tretter, Esq. The street address of the initial registered agent of the Company is Brennan Manna & Diamond, P.L., 27200 Riverview Center Blvd., Suite 310, Bonita Springs, Florida 34134.

**ARTICLE VI
ADDITIONAL MEMBERS**

Additional members to the Company may be admitted.

**ARTICLE VII
TERMINATION OF MEMBERSHIP**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the

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IN AND FOR THE COUNTY OF
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remaining members, if any, by unanimous written agreement, consent to continue the business of the Company.

ARTICLE VIII
MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members. The name and address of the initial manager, who shall serve until the first annual meeting of the members or until his successor is elected and qualified, is Mark E. Schuster.

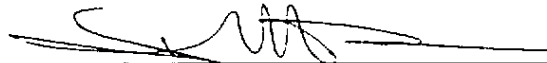
ARTICLE IX
REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE X
VOTING

The Company is authorized to issue membership units with voting rights.

The undersigned executed these Articles of Organization effective as of the 23rd day of January, 2019.

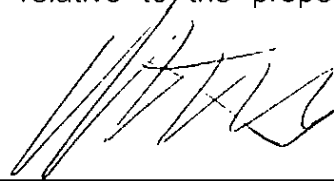


Donna M. Flammang
Authorized Representative

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CLERK OF THE
COURT
JAN 31 2019

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Andrew G. Tretter

Dated: January 23, 2019

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TALLAHASSEE
CLERK