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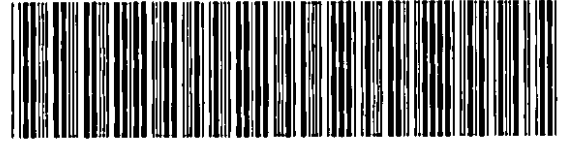
(Business Entity Name)

(Document Number)

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**PICK UP:** 12/17/2019

**CERTIFIED COPY**

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**CONVERSION**

**CARLTON ARMS OF WINTER HAVEN, LLP**

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

**AL  
UCTIONS:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Articles of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability**  
**Company**

2019 DEC 17 AM 11:16  
SECRET  
FALLS CHURCH, VA 22038

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:

Carlton Arms of Winter Haven, LLP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited partnership

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on August 21, 2003

(date of organization, formation or incorporation)

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

Carlton Arms of Winter Haven LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

**(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.

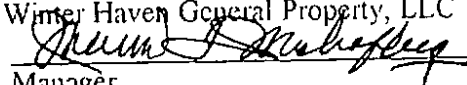
Signed this 17<sup>th</sup> day of December, 2019

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative:  
Carlton Arms of Winter Haven, LLC  
By: Winter Haven Corporate General, Inc.  
Its manager

By: 

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

By: Carlton Arms of Winter Haven, LLP  
Mahaffey Associates Winter Haven, LLLP, a general partner  
By: Winter Haven General Property, LLC  
By:   
Manager

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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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:**

**ARTICLES OF ORGANIZATION**  
**OF**  
**CARLTON ARMS OF WINTER HAVEN, LLC**

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SECRETARY OF STATE  
FILED

Pursuant to the provisions of Chapter 605 of the Florida Statutes, the undersigned hereby declares the following provision as the Articles of Organization of CARLTON ARMS OF WINTER HAVEN, LLC, a Florida limited liability company (the "Company").

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Company is CARLTON ARMS OF WINTER HAVEN, LLC, and its principal office and mailing address is 731 Jamestown Drive, Winter Park, Florida 32792.

**ARTICLE 2: DURATION**

This Company shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

**ARTICLE 3: PURPOSE**

This Organization is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company is located at Suite 300, 147 Second Avenue South, St. Petersburg, FL 33701 and the name of the initial registered agent is Austin Everett and whose address is Suite 300, 147 Second Avenue South, St. Petersburg, FL 33701.

**ARTICLE 5: ADMISSION OF ADDITIONAL MEMBERS**

The admission of new members is provided for in the Operating Agreement for the limited liability company

**ARTICLE 6: MEMBERS RIGHT TO CONTINUE BUSINESS**

The Company shall have a right to continue the business of the Company on death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company as provided in the Operating Agreement for the limited liability company.

Prepared by:  
Richard T. Earle, III, Esq.  
146 Second Street North, Suite 102  
St. Petersburg, FL 33701  
727-822-0900


ARTICLE 7: MANAGEMENT

The Company is to be managed by WINTER HAVEN Corporate General, Inc. a Florida Corporation.

ARTICLE 8: OPERATING AGREEMENT

The members shall unanimously adopt the initial operating agreement. The power to alter amend or repeal the operating agreement or adopt a new operating agreement is vested in members.

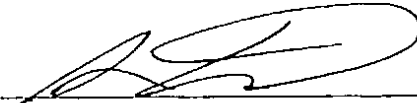
5 IN WITNESS WHEREOF, the undersigned has executed these Article of Organization this day of December, 2019.

  
Austin Everett

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of CARLTON ARMS OF WINTER HAVEN, LLC, set forth above, 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, F.S.

Dated this 5<sup>th</sup> day of December, 2019.

  
Austin A. Everett