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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Yacht Club at Brickell Associates Ltd.

File 1st

- ☐ Walk In ☐ Pick Up Time
- ☐ Mail Out
- ☐ Will Wait
- ☐ Photocopy

**RUSH**

- ☒ Certified Copy
- ☒ Certificate of Status *On Conversion*
- ☒ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER DOCS

99 DEC -8 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

*12/8*

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |                                      |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment                            |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent           |
| <input type="checkbox"/> | Dissolution/Withdrawal               |
| <input type="checkbox"/> | Merger                               |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION          |                     |
|-------------------------------------|---------------------|
| <input type="checkbox"/>            | Foreign             |
| <input checked="" type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/>            | Reinstatement       |
| <input type="checkbox"/>            | Trademark           |
| <input type="checkbox"/>            | Other               |

- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RECEIVED**

*cert -43.75  
CF 150.05*

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

# **CERTIFICATE OF CONVERSION**

**OF**

## **THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD.**

Pursuant to Sections 608.439, Florida Statutes, The Yacht Club at Brickell Associates, Ltd., a Florida limited partnership, hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company:

**FIRST:** The name of the entity immediately prior to the filing of this documents was The Yacht Club at Brickell Associates, Ltd. (the "Yacht Club").

**SECOND:** The Yacht Club was formed on December 24, 1996 upon the filing of its Certificate of Limited Partnership with the Florida Department of State.

**THIRD:** The name of the limited liability company as set forth in the attached Articles of Organization is Yacht Club at Brickell, LLC.

**FOURTH:** Attached is a copy of the Articles of Organization for the new Florida limited liability company.

**FIFTH:** The conversion of the Yacht Club to a Florida limited liability company shall become effective upon the filing of this Certificate of Conversion and the attached Articles of Organization with the Florida Department of State.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

TRG BRICKELL, LTD., a Florida limited partnership, a Member

By: TRG BRICKELL, INC., a Florida corporation, its General Partner

By:   
Angel Hernandez, Vice President

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FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
YACHT CLUB AT BRICKELL, LLC**

Pursuant to Section 608.439 of the Florida Limited Liability Company Act, THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD., a Florida limited partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on December 24, 1996 submits the following as its Articles of Organization to facilitate its conversion to a Florida limited liability company:

**ARTICLE I**

The name of the limited liability company is YACHT CLUB AT BRICKELL, LLC (the "Company").

**ARTICLE II**

The mailing address and street address of the principal office of the Company is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

**ARTICLE III**

The name and street address of the Company's Registered Agent are:

Angel Hernandez  
c/o TRG Brickell, Ltd.  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

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**ARTICLE IV**

The Company is to be managed by a manager or managers and the name and address of its initial manager are:

Name

Address

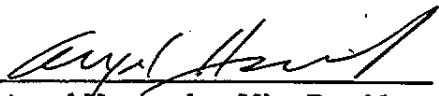
TRG Brickell, Ltd.

2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Miami, Dade County, Florida this 30th day of November, 1999.

TRG BRICKELL, LTD., a Florida limited partnership, a Member

By: TRG BRICKELL, INC., a Florida corporation, its General Partner

By:   
Angel Hernandez, Vice President

**ACCEPTANCE OF  
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for The Yacht Club at Brickell Associates, LLC 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.

  
Angel Hernandez, Registered Agent

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