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FCC Hotel Tower LLC

(Business Entity Name)

(Document Number)

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

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EXAMINER



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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. FC Hotel Ltd

(Corporation Name)

(Document #)

2. into

(Corporation Name)

(Document #)

3. FCC Hotel Tower, LLC

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

**NEW FILINGS**



Profit



Not for Profit



Limited Liability



Domestication



Other Conversion

**AMENDMENTS**



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

**OTHER FILINGS**



Annual Report



Fictitious Name

**REGISTRATION/QUALIFICATION**



Foreign



Limited Partnership



Reinstatement



Trademark



Other

2011 SEP - 1 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF CONVERSION**

**for  
FC HOTEL, LTD.,  
a Florida limited partnership,  
into  
FCC HOTEL TOWER, LLC,  
a Florida limited liability company**

104-521

This Certificate of Conversion and attached Articles of Organization are submitted to convert FC Hotel, Ltd., a Florida limited partnership, into FCC Hotel Tower, LLC, a Florida limited liability company, in accordance with §620.2104 and §608.439, Florida Statutes.

1. Immediately prior to the filing of this Certificate of Conversion with the Florida Department of State, the name of the entity converting hereby into a Florida limited liability company was FC Hotel, Ltd., a Florida limited partnership.
2. FC Hotel, Ltd. was formed under the laws of the State of Florida on March 30, 2004.
3. Effective as of the date of filing of this Certificate of Conversion with the Florida Department of State, FC Hotel, Ltd. will convert into a Florida limited liability company, the name of which, as set forth in the attached Articles of Organization, shall be FCC Hotel Tower, LLC, and the principal office of which shall be located at 8156 Fiddler's Creek Parkway, Naples, Florida 34114.
4. The Plan of Conversion dated as of the date hereof, relating to the conversion contemplated hereby, has been approved by the general partner and limited partner of FC Hotel, Ltd. in accordance with Chapter 620, Florida Statutes.
5. The conversion contemplated hereby complies with all applicable laws relating to limited partnerships and limited liability companies organized under the laws of the State of Florida.
6. The effective date of the conversion contemplated hereby shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.

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IN WITNESS WHEREOF, each of FC Hotel, Ltd. and FCC Hotel Tower, LLC, has caused this certificate to be signed by its authorized person this 13<sup>th</sup> day of September, 2011.

**FC HOTEL, LTD.,**  
a Florida limited partnership

By: FC HOTEL, LLC,  
a Delaware limited liability company,  
its General Partner

By: FIDDLER'S CREEK LLC,  
a Delaware limited liability company,  
its Sole Member

By: GBFC II, L.P.,  
a Delaware limited partnership,  
its Manager

By: GBFC II, LLC,  
a Delaware limited liability company,  
its General Partner

By: Aubrey J. Ferrao  
Name: Aubrey J. Ferrao  
Title: Chief Executive Officer *and not individually*

**FCC HOTEL TOWER, LLC**  
a Florida limited liability company

By: Aubrey J. Ferrao  
Name: Aubrey J. Ferrao  
Title: Manager and President *and not individually*

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
FCC HOTEL TOWER, LLC  
UNDER THE  
FLORIDA LIMITED LIABILITY COMPANY ACT**

**ARTICLE I – NAME**

The name of the Limited Liability Company is FCC Hotel Tower, LLC.

**ARTICLE II – ADDRESS**

The mailing and street address of the principal office of the Limited Liability Company is:

FCC Hotel Tower, LLC  
c/o Gulf Bay Group of Companies  
8156 Fiddler's Creek Parkway  
Naples, Florida 34114

**ARTICLE III –  
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S  
SIGNATURE**

The name and address of the registered agent is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

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, 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 608, F.S.

Corporation Service Company

By: Karl L. Dunn

Karl L. Dunn, Assistant VP

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TALLAHASSEE, FLORIDA

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. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of FCC Hotel Tower, LLC, this 1<sup>st</sup> day of Sept, 2011.

FIDDLER'S CREEK, LLC,  
a Delaware limited liability company,  
its Sole Member

By: GBFC II, L.P.,  
a Delaware limited partnership,  
its Manager

By: GBFC II, LLC,  
a Delaware limited liability company,  
its General Partner

By: Aubrey J. Ferrao  
Name: Aubrey J. Ferrao  
Title: Chief Executive Officer *and not*  
*individually*

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28th SEP - 1 AM @ 46

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TALLAHASSEE, FLORIDA