

P07000061848

(Requestor's Name)

(Address)

(Address)

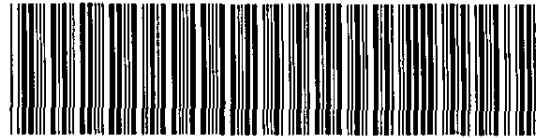
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____



400266631424

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2814 DEC 24 PM 1:53
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
SECRETARY OF STATE
HALLMARKS BUILDING
14 DEC 24 PM 4:20

Special Instructions to Filing Officer:

*Corrected
3 dates
per
Courtney
w/ CSC.
DC
12-31-14*

Office Use Only

*Conv.
12-31-14
DC*

ACCOUNT NO. : I20000000195

REFERENCE : 434531 4322918

AUTHORIZATION :

COST LIMIT : *Lynette Cleman*
\$ 35.00

ORDER DATE : December 24, 2014

ORDER TIME : 11:48 AM

ORDER NO. : 434531-010

CUSTOMER NO: 4322918

DOMESTIC AMENDMENT FILING

NAME: ISLAND HOSPITALITY MANAGEMENT
II, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

RECEIVED
DEPARTMENT OF STATE
14 DEC 30 AM 10:48



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2014

RESUBMIT

Please give original
submission date as file date.

CSC
ATTN: COURTNEY WILLIAMS

SUBJECT: ISLAND HOSPITALITY MANAGEMENT II, INC.
Ref. Number: P07000061848

We have received your document for ISLAND HOSPITALITY MANAGEMENT II, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please verify your document with the requirements stated in the attached conversion form. Your document must meet the requirements of Section 607.1113, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

Letter Number: 914A00027305

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ISLAND HOSPITALITY MANAGEMENT II, INC.
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Michael J. Sally, Paralegal

Contact Person

Eckert Seamans Cherin & Mellott, LLC

Firm/Company

600 Grant Street, 44th Floor

Address

Pittsburgh, PA 15219

City, State and Zip Code

BBachman@ih-corp.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee
and Certificate of
Status

\$43.75 Filing Fee
and Certified Copy

\$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

FILED
14 DEC 24 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

ISLAND HOSPITALITY MANAGEMENT II, INC.

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

ISLAND HOSPITALITY MANAGEMENT II, LLC

Enter Name of "Other Business Entity"

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

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

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S. n/a

7. This conversion was effective under the laws governing the "Other Business Entity" on: December 24, 2014

8. This conversion shall be effective in Florida on: December 24, 2014
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
50 Cocoanut Row, Suite 200, Palm Beach, FL 33480

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 50 Cocoanut Row, Suite 200, Palm Beach, FL 33480

Mailing Address: 50 Cocoanut Row, Suite 200, Palm Beach, FL 33480

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 24th day of December 202014.

Signature: Roger Pollak
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Roger Pollak Title: Senior Vice President and Secretary

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)