

# PI0000049799

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

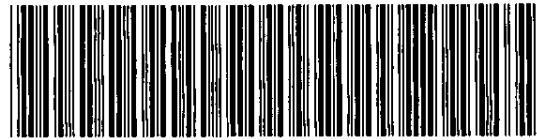
(Business Entity Name)

(Document Number)

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

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Office Use Only



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RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2014 DEC 24 PM 1:53  
NOTIFIED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 DEC 24 AM 10:06

C.L.  
12-31-14



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 29, 2014

CSC / COURTNEY WILLIAMS

SUBJECT: ISLAND HOSPITALITY MANAGEMENT III, INC.  
Ref. Number: P10000049799

We have received your document for ISLAND HOSPITALITY MANAGEMENT III, INC. and your check(s) totaling \$15000.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted does not have all the information needed to file the conversion. Please note the filing form inclosed. You must have all the information listed in your form that is in our conversion form. Please accept our apology for the confusion.

We are enclosing the proper form(s) with instructions for your convenience.

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

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 814A00027311

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. : 434531-015

CUSTOMER NO: 4322918  
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DOMESTIC AMENDMENT FILING

NAME: ISLAND HOSPITALITY MANAGEMENT  
III, 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

CSC / COURTNEY WILLIAMS

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: ISLAND HOSPITALITY MANAGEMENT III, INC.  
Ref. Number: P10000049799

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Carolyn Lewis  
Regulatory Specialist II

Letter Number: 814A00027311

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ISLAND HOSPITALITY MANAGEMENT III, 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

14 DEC 24 AM 10:06

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 III, INC. P100000497  
9/19

Enter Name of Florida Profit Corporation

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

ISLAND HOSPITALITY MANAGEMENT III, 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 Coconut 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 Coconut Row, Suite 200, Palm Beach, FL 33480

Mailing Address: 50 Coconut 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)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 DEC 24 AM 10:06