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Florida Department of State  
Division of Corporations  
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2007 MAR 15 A 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

10420 MCKINLEY PARTNERS, LP

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	\$105.00

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RECEIVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help



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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
DELAWARE

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: \_\_\_\_\_  
*(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Signature of a general partner:

[see attached]

Typed or printed name:

[see attached]

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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**HANOVER/METLIFE G.P. LLC**

**By: HANOVER/METLIFE MASTER LIMITED PARTNERSHIP, its sole member/manager**

**By: THC DEVELOPMENT PARTNERS 2000 LP, its general partner**

**By: THC CAPITAL G.P. LLC, its general partner**

**By: *Kathy K. Binford***  
**Name: Kathy K. Binford**  
**Title: Vice President**

2007 MAR 15 A 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS LIMITED PARTNERSHIP UNDER THE NAME OF "10420 MCKINLEY PARTNERS, LP" TO A DELAWARE LIMITED PARTNERSHIP, FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2006, AT 2:12 O'CLOCK P.M.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 MAR 15 A 9:49

FILED



4273624 8100V

061181201

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5314184

DATE: 12-28-06

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STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE LIMITED PARTNERSHIP  
TO A LIMITED PARTNERSHIP PURSUANT TO  
SECTION 17-217 OF THE LIMITED PARTNERSHIP ACT

- 1.) The jurisdiction where the Non-Delaware Limited Partnership first formed is the State of Texas.
- 2.) The jurisdiction immediately prior to filing this Certificate is the state of Texas.
- 3.) The date the Non-Delaware Limited Partnership first formed is April 4, 2006.
- 4.) The name of the Non-Delaware Limited Partnership immediately prior to filing this Certificate is 10420 McKinley Partners, LP.
- 5.) The name of the Limited Partnership as set forth in the Certificate of Limited Partnership is 10420 McKinley Partners, LP.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 22<sup>nd</sup> day of February, A.D. 2006.

HANOVER/METLIFE G.P. LLC

By: HANOVER/METLIFE MASTER LIMITED PARTNERSHIP, its member/manager

By: THC DEVELOPMENT PARTNERS 2000 LP, its general partner

By: THC CAPITAL G.P. LLC, its general partner

By: Kathy K. Binford  
Name: Kathy K. Binford  
Title: Vice President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:58 PM 12/22/2006  
FILED 02:12 PM 12/22/2006  
SRV 061181201 - 4273624 FILE

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# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF LIMITED PARTNERSHIP OF "10420 MCKINLEY PARTNERS, LP" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2006, AT 2:12 O'CLOCK P.M.

4273624 0100V

061181201



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5314104

DATE: 12-28-06

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STATE OF DELAWARE  
CERTIFICATE OF LIMITED PARTNERSHIP

The Undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, do hereby certify as follows:

- First: The name of the limited partnership is 10420 McKinley Partners, LP.
- Second: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the city of Wilmington, 19801.

The name of the Registered Agent at such address is The Corporation Trust Company

- Third: The name and mailing address of each general partner is as follows:

HANOVER/METLIFE G.P. LLC

3847 San Felipe  
Suite 3600  
Houston, TX 77057

In Witness Whereof, the undersigned has executed this Certificate of Limited Partnership as of the 22<sup>nd</sup> day of December, A.D. 2006.

HANOVER/METLIFE G.P. LLC

By: HANOVER/METLIFE MASTER LIMITED PARTNERSHIP, its member/manager

By: THE DEVELOPMENT PARTNERS 2000 LP, its general partner

By: THE CAPITAL G.P. LLC, its general partner

By: *Kathy K. Bradford*  
Kathy K. Bradford  
Title: Vice President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:58 PM 12/22/2006  
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SHV 061181201 - 4273624 FILE

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FROM.: FLORIDA FILING

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Mar. 15 2007 02:26PM P9

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Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



KOGER WILLIAMS  
Secretary of State

## Office of the Secretary of State

December 27, 2006

CT Corporation System  
701 Brazos, Ste. 360  
Austin, TX 78701 USA

RE: 10420 MCKINLEY PARTNERS, LP  
File Number: [Entity not of Record, Filing Number Not Available]

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

Phone: (512) 463-5555  
Prepared by: Debi Mejica

Come visit us on the internet at <http://www.sos.state.tx.us/>  
Fax: (512) 463-5709

TTY: 7-1-1  
Document: 155270330004

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Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



ROGER WILLIAMS  
Secretary of State

Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

10420 McKinley Partners, LP  
File Number: 800636649

Converting it to

10420 MCKINLEY PARTNERS, LP  
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/22/2006

Effective: 12/22/2006



Roger Williams  
Secretary of State

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**FILED**  
In the Office of the  
Secretary of State of Texas  
DEC 22 2008

**ARTICLES OF CONVERSION  
FOR  
10420 MCKINLEY PARTNERS, LP**

**Corporations Section**

In accordance with the governing provisions of the Texas Revised Limited Partnership Act (the "Act"), 10420 MCKINLEY PARTNERS, LP (the "Converting Entity"), hereby adopts and authorizes for filing with the Texas Secretary of State, the following Articles of Conversion.

1. A Plan of Conversion has been adopted and approved by the Converting Entity in accordance with the Act. The Plan of Conversion sets forth that the name of the Converting Entity is 10420 MCKINLEY PARTNERS, LP, that the Converting Entity was formed in the State of Texas as a limited partnership under the Act, and that the Converting Entity is being converted from a Texas limited partnership to 10420 MCKINLEY PARTNERS, LP, a Delaware limited partnership (the "Converted Entity") in accordance with the Act and the laws governing the converted or resulting entity. For purposes of these Articles, the term "Converting Entity" refers to the entity prior to conversion. The term "Converted Entity" refers to the entity after conversion.
2. The Plan of Conversion is, and will be from and after the conversion, on file at 5847 San Felipe, Suite 3600, Houston, Texas 77057, the principal place of business of the Converting Entity.
3. A copy of the Plan of Conversion will be furnished without cost to any partner of the Converted Entity or the Converting Entity who shall so request in writing.
4. The Converted Entity will be responsible for the payment of all fees and franchise taxes of the Converting Entity and will be obligated to pay such fees and franchise taxes if the same are not timely paid.
5. Approval of the Plan of Conversion was duly authorized by all action required by the laws under which the Converting Entity was formed and by its constituent documents.

[SIGNATURE PAGE TO FOLLOW]

H0DB01 24614909.1

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**HANOVER/METLIFE G.P. LLC**

**By: HANOVER/METLIFE MASTER LIMITED PARTNERSHIP, its member/manager**

**By: THC DEVELOPMENT PARTNERS 2000 LP, its general partner**

**By: THC CAPITAL G.P. LLC, its general partner**

**By: *Kathy K. Binford*  
Name: Kathy K. Binford  
Title: Vice President**

ENCLOSURE 001-0001

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