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EXAMINER



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SECRETARY OF STATE  
DIVISION OF CORPORATION  
08 AUG 18 PM 12:03



804.288.0011  
FAX 804.288.4737  
FAX 804.288.6435

EXECUTIVE OFFICES • 6600 West Broad Street, Suite 100 • Richmond, Virginia 23230

August 14, 2008

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Arch Creek Venture, LLLP

The enclosed Certificate of Amendment and fees are submitted for filing. Please return all correspondence concerning this matter to:

Mr. James Wilvert  
Gumenick Properties  
6600 West Broad Street  
Richmond, Virginia 23230

For further information concerning this matter, please call Mr. James Wilvert at (804) 288-0011.

Enclosed is a check in the amount of \$52.50 for the filing fee.

Sincerely,

A handwritten signature in black ink, appearing to be "James Wilvert", written over a horizontal line.

Mr. James Wilvert  
Vice President, CFO

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

08 AUG 18 PM 12:03

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ARCH CREEK VENTURE, LLLP**

Pursuant to the provisions of Section 620.1202, Florida Statutes, this Florida limited liability limited partnership, **ARCH CREEK VENTURE, LLLP**, whose certificate was filed with the Florida Department of State on November 4, 2004, adopts the following certificate of amendment to its certificate of limited partnership.

**FIRST:** Amendment to Certificate of Limited Partnership:

Pursuant to a Certificate of Conversion and Articles of Organization filed with the Florida Department of State (a copy of which is attached hereto), the general partner of this limited liability limited partnership, **GUMENICK INVESTMENTS NO. 2, INC.**, a Florida corporation, 1920 Meridian Avenue, 2<sup>nd</sup> Floor, Miami Beach, Florida 33139, converted to a Florida limited liability company, **GUMENICK INVESTMENTS NO. 2, LLC**, 1920 Meridian Avenue, 2<sup>nd</sup> Floor, Miami Beach, Florida 33139, pursuant to Sections 607.1112 *et seq* of the Florida Business Corporation Act and Section 608.439 of the Florida Limited Liability Company Act.

As a result of the conversion, the general partner of this limited liability limited partnership remains the same entity that existed before the conversion but is deemed to be a Florida limited liability company for all purposes, with the following name and address:

**GUMENICK INVESTMENTS NO. 2, LLC  
1920 Meridian Avenue, 2<sup>nd</sup> Floor, Miami Beach, Florida 33139**


See Sections 607.1114 and 608.439, Florida Statutes.

**SECOND:** Except as hereby amended, the Certificate of Limited Partnership of this limited liability limited partnership shall remain the same.

Signature of the sole general partner:

**GUMENICK INVESTMENTS NO. 2, LLC,**  
a Florida limited liability company

By:  \_\_\_\_\_  
Jeffrey H. Gumenick, Co-Manager (date)

By:  \_\_\_\_\_  
Randolph S. Gumenick, Co-Manager (date)

**Exhibit A**

**CERTIFICATE OF CONVERSION  
AND ARTICLES OF ORGANIZATION  
OF  
GUMENICK INVESTMENTS NO. 2, INC.**

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Certificate of Conversion and Articles of Organization, filed on August 2, 2006, for GUMENICK INVESTMENTS NO. 2, LLC, the resulting Florida Limited Liability Company, as shown by the records of this office.

The document number of this entity is L06000076281.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Second day of August, 2006



CR2EO22 (01-06)

*Sue M. Cobb*  
Sue M. Cobb  
Secretary of State

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

**FILED**  
06 AUG -2 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

GUMENICK INVESTMENTS NO. 2, INC.  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation. (Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

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

on April 27, 1994.

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

(not applicable)

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

GUMENICK INVESTMENTS NO. 2, LLC  
(Enter Name of Florida Limited Liability Company)

5. The principal office address of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

1920 Meridian Avenue, 2<sup>nd</sup> Floor  
Miami Beach, Florida 33139

The mailing address of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

6600 West Broad Street, Suite 100  
Richmond, Virginia 23226

6. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.  
(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 listed in the attached Articles of Organization, if an effective date is listed therein.)
7. The conversion of the "Other Business Entity" into a Florida Limited Liability Company is in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the Florida Limited Liability Company. The plan of conversion was approved by the converting "Other Business Entity" in accordance with Chapter 607, F.S. To the extent that the shareholder appraisal rights provisions of the Florida Business Corporation Act, §§607.1301 *et seq.*, Florida Statutes, may apply to the conversion, the shareholders of the "Other Business Entity" have acknowledged the rights granted to shareholders of a converting Florida corporation thereunder, and have irrevocably waived all such rights in their entirety, in the plan of conversion.

Signed this 2nd day of August 2006.

Signature of Authorized Person: \_\_\_\_\_

Printed Name: Jerome Gumenick Title: President of Gumenick Investments No. 2, Inc. and  
Member of Gumenick Investments No. 2, LLC

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION  
OF  
GUMENICK INVESTMENTS NO. 2, LLC**

**FILED**  
06 AUG -2 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name**

The name of the Limited Liability Company is **GUMENICK INVESTMENTS NO. 2, LLC** (the "Company").

**ARTICLE II - Addresses**

The principal office address of the Company is:

1920 Meridian Avenue, 2<sup>nd</sup> Floor  
Miami Beach, Florida 33139

The mailing address of the Company is:

6600 West Broad Street, Suite 100  
Richmond, Virginia 23226

**ARTICLE III - Registered Agent and Office**

The Florida street address of the Company's initial registered office is 1920 Meridian Avenue, 2<sup>nd</sup> Floor, Miami Beach, Florida 33139, and the name of its initial registered agent at such office is Manny Diaz.

*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.*

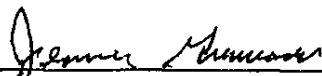
  
Manny Diaz

Date: 7-31, 2006

**ARTICLE IV - Management**

The Company is to be managed by one or more managers and is therefore a manager-managed company. The name and address of the sole Manager is Jerome Gumenick, whose address is 6600 West Broad Street, Suite 100, Richmond, Virginia 23226.

(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.)

  
\_\_\_\_\_  
Jerome Gumenick, Member  
Date: August 2, 2006

**ACTION BY THE PARTNERS  
OF  
ARCH CREEK VENTURE, LLLP**

This Action by all of the Partners of **ARCH CREEK VENTURE, LLLP**, a Florida limited liability limited partnership (the "**Partnership**") is undertaken pursuant to Section 2.1(c) of the Agreement of Limited Partnership of the Partnership (the "**Partnership Agreement**"). Capitalized terms used but not defined herein have the meanings set forth in the Partnership Agreement.

Pursuant to that certain Plan of Conversion and Unanimous Consent (the "**Plan**"), approved and effective as of August 2, 2006, GUMENICK INVESTMENTS NO. 2, INC., a Florida corporation (the "**Corporation**"), was converted into a Florida limited liability company under Sections 607.1112 *et seq* of the Florida Business Corporation Act and Section 608.439 of the Florida Limited Liability Company Act (the "**Conversion**").

As a result of the Conversion, the General Partner of the Partnership remained the same entity that existed before the conversion but was deemed to be a Florida limited liability company for all purposes, with the following name and address:

**GUMENICK INVESTMENTS NO. 2, LLC**  
1920 Meridian Avenue, 2<sup>nd</sup> Floor, Miami Beach, Florida 33139

See Sections 607.1114 and 608.439, Florida Statutes.

Pursuant to Section 14.1 of the Partnership Agreement, the Partners agreed to continue the business of the Partnership following the Conversion, and further agreed that the General Partner following the Conversion was **GUMENICK INVESTMENTS NO. 2, LLC**, a Florida limited liability company, for all purposes; and the Partners hereby ratify, approve and confirm each of those agreements.

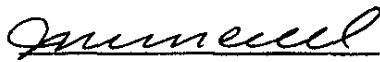
Pursuant to Section 2.1(c) of the Partnership Agreement, the General Partner shall cause a Certificate of Amendment to Certificate of Limited Partnership of the Partnership reflecting the matters set forth in this action to be filed with the Florida Department of State in the manner required by the provisions of Section 620.1202, Florida Statutes.

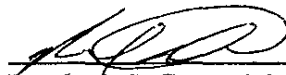
This action shall be recorded with all other actions of the Partners.

IN WITNESS WHEREOF, the Partners have executed this action as of the \_\_\_\_  
day of \_\_\_\_\_, 2008.

**GENERAL PARTNER:**

GUMENICK INVESTMENTS NO. 2, LLC,  
a Florida limited liability company

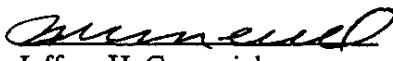
By:   
Jeffrey H. Gumenick, Co-Manager

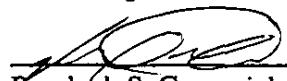
By:   
Randolph S. Gumenick, Co-Manager

**LIMITED PARTNER:**

GUMENICK FAMILY INVESTMENTS  
NO. 3, LTD., a Florida limited partnership

By: GUMENICK INVESTMENTS  
NO. 3, LLC, a Florida limited  
liability company, General Partner

By:   
Jeffrey H. Gumenick,  
Co-Manager

By:   
Randolph S. Gumenick,  
Co-Manager