

A090000000821

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

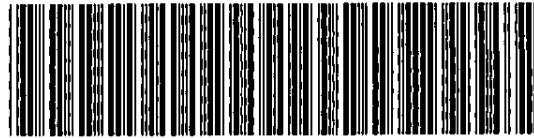
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



000162829800

11/24/09--01019--022 \*\*1052.50

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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09 NOV 24 AM 11:20

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DIVISION OF CORPORATIONS  
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B. KOHR

NOV 25 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: ASHLEY SMITH

DATE: 11-24-2009

REF. #: 000170.114909

CORP. NAME: SWEETWATER FAMILY LIMITED LIABILITY LIMITED PARTNERSHIP

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09

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| (XX) OTHER: CERTIFICATE OF CONVERSION                |   |  |

STATE FEES PREPAID WITH CHECK# 80481 FOR \$ 1052.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |                         |
|--|---|-------------------------|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | (XX) PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |                         |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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DIVISION OF CORPORATIONS  
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November 24, 2009

ASHLEY SMITH  
CORPDIRECT AGENTS  
TALLAHASSEE, FL

\* Please use original  
submission date as  
the file date \*

SUBJECT: SWEETWATER FAMILY LIMITED LIABILITY LIMITED  
PARTNERSHIP  
Ref. Number: W09000051709

We have received your document for SWEETWATER FAMILY LIMITED LIABILITY LIMITED PARTNERSHIP and your check(s) totaling \$1052.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,052.50 payment.

The Certificate of Conversion must state the date that the limited partnership was formed in Delaware. (We think this is 12/26/1996.)

ALSO, the Certificate of Conversion must be signed by both the CONVERTING entity and the RESULTING entity. It is currently only signed by the CONVERTING entity.

To satisfy this signature requirement, you could add another signature -- which could be a faxed or photocopied signature. Or you could simply add a note below the present signature -- something such as "SWEETWATER HOLDINGS MANAGEMENT CORPORATION is also signing as the sole general partner of SWEETWATER FAMILY LIMITED LIABILITY LIMITED PARTNERSHIP."

The "Plan of Conversion" document is not required, but may be included in your filing. But please note that Item 8 in your plan states that a copy of the Amended and Restated Limited Partnership agreement is attached. You may wish to attach this document, to amend Item 8, or to simply not include the Plan of Conversion.

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) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 709A00036425

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### CERTIFICATE OF CONVERSION

Pursuant to the provisions of Section 620.2102 of the Florida Statutes, the undersigned limited partnership hereby delivers the following Certificate of Conversion for the purposes of converting SWEETWATER LIMITED PARTNERSHIP, a Delaware limited partnership (the "Partnership"), into a Florida limited partnership.

1. The name, jurisdiction of organization and form of organization before conversion are:

Sweetwater Limited Partnership, a Delaware limited partnership, which was formed December 26, 1996.

2. The name, jurisdiction of organization and form of organization after conversion are:

Sweetwater Family Limited Liability Limited Partnership, a Florida limited partnership

3. The Plan was approved by the Partnership in accordance with the applicable provisions of the Florida Revised Uniform Limited Partnership Act.

4. The Plan was approved by the Partnership in accordance with the applicable provisions of the Delaware Code.

5. The conversion shall be effective upon the filing of this Certificate of Conversion.

6. The manner and basis for converting interests of the converting organization are:

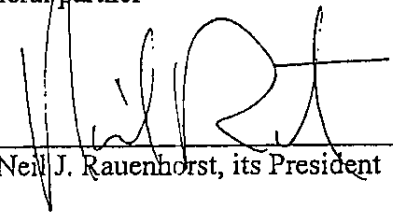
The issued and outstanding partnership interests of the converting Delaware entity will remain issued and outstanding following the Conversion, and will be the issued and outstanding partnership interests of the resulting Florida entity.

7. A Plan of Conversion was duly adopted by the Partnership in accordance with the provisions of Section 620.2103 of the Florida Statutes and Section 17-219 of the Delaware Code.

SWEETWATER LIMITED PARTNERSHIP, a Delaware limited partnership

By: SWEETWATER HOLDINGS MANAGEMENT CORPORATION, a Florida corporation, its sole general partner

By:

  
Neil J. Rauenhurst, its President

11/20/09  
Date

**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
FLORIDA LIMITED PARTNERSHIP  
OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

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DIVISION OF CORPORATIONS  
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1. Sweetwater Family Limited Liability Limited Partnership

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)  
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.  
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.  
or LLLP.

2. 101 E. Kennedy Boulevard, Suite 2125, Tampa, Florida 33602

Street address of initial designated office

3. Neil J. Rauenhorst

Name of Registered Agent for Service of Process

4. 101 E. Kennedy Boulevard, Suite 2125, Tampa, Florida 33602

Florida street address for Registered Agent

5. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature of Registered Agent

6. 101 E. Kennedy Boulevard, Suite 2125, Tampa, Florida 33602

Mailing address of initial designated office

7. If limited partnership elects to be a limited liability limited partnership, check box ☒

8. Name and business address of each general partner:

Name:

Business Address:

Sweetwater Holdings Management  
Corporation

10350 Bren Road West, Minnetonka,

Minnesota 55343

PO 4000094001

9. Effective date, if other than the date of filing: \_\_\_\_\_.

*(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)*

Signed this 20<sup>th</sup> day of November, 2009.

Signature of each general partner:

SWEETWATER HOLDINGS MANAGEMENT CORPORATION

By: \_\_\_\_\_

Neil J. Rauenhorst, President

**Filing Fees:**

**\$1,000.00** (\$965 Filing Fee and \$35 Registered Agent Fee)

**Certified Copy (optional):**

**\$ 52.50**

**Certificate of Status (optional):**

**\$ 8.75**