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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

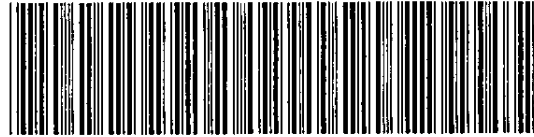
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

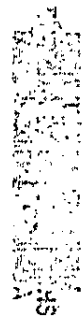


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07/28/10--01001--007 **1052.50

RECEIVED

10 JUL 27 PM 3:49



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 SEP 10 PM 1:45

B. KOHR

SEP 10 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 28, 2010

FLORIDA RESEARCH & FILING SERVICES
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301

SUBJECT: GK OAKHURST LLLP
Ref. Number: W10000035203

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2010 SEP 10 AM 11:19
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
10 SEP 10 AM 11:45

We have received your document for GK OAKHURST LLLP 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 wrong CERTIFICATE OF CONVERSION has been used.

The law and the language of this certificate would be used to convert a Florida LLC into a foreign business entity.

In order to convert an entity into a FLORIDA LLLP, you must use the Certificate of Conversion of OTHER BUSINESS ENTITY INTO FLORIDA LP OR LLLP.

Please note that this form requires TWO SIGNATURES. Both the converting entity and the resulting entity must sign.

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: 610A00018192

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446

OFFICE USE ONLY

WALK-IN

ENTITY NAME:

GK OAKHURST LLLP

CK# 4758 FOR \$1052.50

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

* RESUBMITTING
w/ CORRECTIONS
AUG 15 2010

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 10 AM 1:45

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 10 PM 1:45

This Certificate of Conversion and the attached Certificate of Limited Liability Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Limited Partnership in accordance with Section 620.2104, Florida Statutes:

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

KLP Oakhurst LLC

L10000036955

2. The "Other Business Entity" is a **limited liability company** first organized, formed or incorporated under the laws of the State of Florida on April 5, 2010.

3. The name of the Florida Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership is:

GK Oakhurst LLLP

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, the effective date is: N/A.

Signed this 9th day of September, 2010.

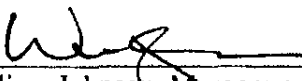
Signature of each General Partner in attached Certificate of Limited Liability Limited Partnership:

GK GP LLC, General Partner

By: 
William Johnson, Authorized Representative

Required Signature on behalf of Other Business Entity:

KLP OAKHURST LLC

By: 
William Johnson, Manager and Authorized Representative

PLAN OF CONVERSION

The following Plan of Conversion is submitted in compliance with Section 608.439 of the Florida Limited Liability Company Act (the "Act"):

1. The name, form and jurisdiction of the organization **before conversion** is:

**KLP Oakhurst LLC
a Florida Limited Liability Company
GA Control No. 062418**

2. The name, form and jurisdiction of the organization **after conversion** is:

**GK Oakhurst LLLP,
a Florida Limited Liability Limited Partnership**

3. Upon the conversion becoming effective, **GK Oakhurst LLLP**, shall be governed by the terms and provisions of the Florida Revised Uniform Limited Partnership Act of 2005.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration money, interests in the converted organization, and other consideration are as follows:

KLP Oakhurst LLC, a Florida limited liability company (the "Company"), has one member, **KLP Holdco LLC**, owning One Hundred percent (100%) of the Company's issued and outstanding membership interests, referred to hereinafter as the "Sole Member."

Upon the conversion becoming effective, all of the Company's issued and outstanding membership interest shall be converted into partnership interest in **GK Oakhurst LLLP** (the "Partner").

5. A copy of the Certificate of Limited Liability Limited Partnership for **GK Oakhurst LLLP** is attached hereto as Exhibit "A" and shall be filed with the Florida Department of State. The Certificate of Limited Liability Limited Partnership, the Certificate of Conversion and the Plan of Conversion were approved and adopted by the Members by unanimous written consent on June 25, 2010.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the Sole Member and the Board of Managers of the Company to be converted.
7. The signatures of the Sole Member and the Board of Managers of the Company to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of their authority to

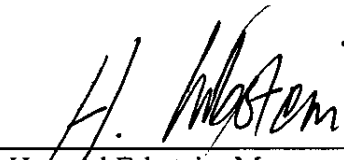
execute and deliver such instruments or documents.

IN WITNESS WHEREOF, this Plan of Conversion is effective this 25th day of
June, 2010.

REQUIRED SIGNATURES:

MEMBER:

KLP HOLDCO LLC,
Sole Member

By: 
Howard Erbsstein, Manager

BOARD OF MANAGERS:


Michael Clarke, Manager


Howard Erbsstein, Manager


William Johnson, Manager

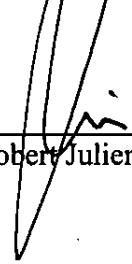

Robert Julien, Manager

EXHIBIT A

Certificate of Limited Liability Limited Partnership

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 10 PM 1:45

1. GK Oakhurst LLLP

(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. 701 South Olive Avenue, Suite 104
(Street address of initial designated office)

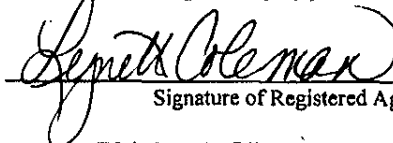
West Palm Beach, Florida 33401

3. Corporation Service Company
(Name of Registered Agent for Service of Process)

4. 1201 Hays Street
(Florida street address for Registered Agent)

Tallahassee, FL 32301

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

Lynette Coleman
as its agent

6. 701 South Olive Avenue, Suite 104
(Mailing address of initial designated office)

West Palm Beach, Florida 33401

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:

GK GP LLC

701 South Olive Avenue, Suite 104

West Palm Beach, FL 33401

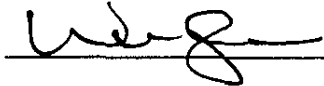
L09600118300

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 25th day of June, 2010.

Signature of each general partner:



Manager

Filing Fees:

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

Certified Copy (optional):

\$52.50

Certificate of Status (optional):

\$8.75