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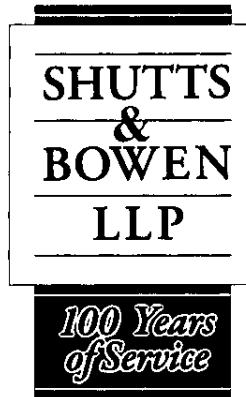
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10 SEP 30 PM 2:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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B. T. T. SEP 30 2010



STEFAN A. RUBIN
Member Florida Bar
(407) 835-6735 Direct Telephone
(407) 849-7248 Direct Facsimile

E-MAIL ADDRESS:
srubin@shutts.com

September 29, 2010

VIA FEDERAL EXPRESS

Ms. Brenda Tadlock
Florida Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: New Broad Street III, LLP
Conversion Documents
Client-Matter No. 20478.0001**

Dear Brenda:

Enclosed please find our firm's check no. 377183 in the amount of \$1,113.75 representing the fees associated with the filing of documents converting New Broad Street III from an LLP to an LLLP. Thank you for holding the check until we send you the signed documents by e-mail, hopefully on September 30, 2010. I will call you as soon as I have more information.

Thank you again very much for your assistance.

Sincerely,

SHUTTS & BOWEN LLP

Stefan A. Rubin

SAR/tma
Enclosure

10 SEP 30 PM 2:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certificate of Conversion
for
Florida Partnership
into
Florida Limited Partnership

This Certificate of Conversion is submitted to convert the following **Florida Partnership** into an **"Other Organization"** in accordance with s. 620.2104 and s. 620.8914, Florida Statutes.

1. The name of the Florida limited liability partnership converting into a Florida limited liability limited partnership (the "Other Organization") is:

New Broad Street III, LLP

9906-247
LLP06-2574

2. The name of the "Other Organization" is:

New Broad Street III, LLLP

3. The "Other Organization" is a Florida limited liability limited partnership.

4. On April 19, 2006, the above referenced Florida Partnership registered with the State of Florida and submitted a statement of qualification becoming a limited liability partnership.

5. The above referenced Florida Partnership has converted into an "Other Organization" in compliance with Chapter 620, F.S., and the conversion complies with the applicable laws governing the "Other Organization."

6. The plan of conversion was approved by the converting Florida Partnership in accordance with Chapter 620, F.S., and as required by the governing laws of the "Other Organization."

7. This conversion was effective under the laws governing the "Other Organization" on the date of filing of this Certificate.

Signed this 30 day of September, 2010

Signature of a General Partner or Authorized Person:

LLP:

FBBA-Baldwin IV, LLC, a general partner

By:

Scott R. Stanley, Manager

LLLP:

FBBA-Baldwin IV, LLC, its general partner

By:

Scott R. Stanley, Manager

10 SEP 30 PM 2:05

CERTIFICATE OF LIMITED PARTNERSHIP

1. NEW BROAD STREET III LLLP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 9500 Tavistock Road, Orlando, Florida 32827
(Street address of initial designated office)
3. FBBA PARTNERS III LLP
(Name of Registered Agent for Service of Process)
4. 300 South Orange Avenue, Suite 1575, Orlando, Florida 32801
(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.*

 By: Scott R. Stahley
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 9500 Tavistock Road, Orlando, Florida 32827
(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:

FBBA-Baldwin IV, LLC

Business Address:

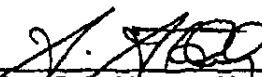
9500 Tavistock Road
Orlando, FL 32827

9. Effective date shall be the date of filing.

Signed this 30th day of September, 2010.

Signature of all general partners:

FBBA-Baldwin IV, LLC, sole general partner

By: 
Scott R. Stahley, President

107-101232