

A12000000514

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

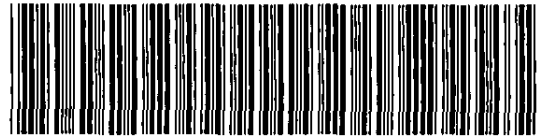
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500238196135

08/28/12--01001--010 **60.00

08/31/12--01002--007 **1053.75

RECEIVED
12 AUG 27 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2012 AUG 30 AM 9:57

FILED

T. CLINE

AUG 31 2012

EXAMINER

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

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Kim Weidenbach

DATE: 08/30/12

REF. #: 000427.171768

CORP. NAME: NOBLE AP II, LLC converting into: NOBLE AP II, LTD.

- | | | |
|--------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <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 | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION FILING | | |

STATE FEES PREPAID WITH CHECK# 100809 FOR \$ 1053.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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

Examiner's Initials

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 28, 2012

CORPDIRECT AGENTS, INC.
KIM WEIDENBACH
TALLAHASSEE, FL

SUBJECT: NOBLE AP II, LLC
Ref. Number: L11000137399

We have received your document for NOBLE AP II, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6051.

Tammi Cline
Regulatory Specialist II

Letter Number: 612A00021921

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TALLAHASSEE, FLORIDA
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12 47 30 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NOBLE AP II, LTD.
Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

PETER S. SIDEL, ESQ.
Contact Person

NOBLE MANAGEMENT COMPANY
Firm/Company

4280 N. PROFESSIONAL CENTER DRIVE, SUITE 110
Address

PALM BEACH GARDENS, FL 33410
City, State and Zip Code

lisa@noblep.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peter S. Sidel, Esq. at (561) 966-0070
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$1,052.50 Filing Fees ☐ \$1,061.25 Filing Fees ☐ \$1,105.00 Filing Fees ☒ \$1,113.75 Filing Fees,
(\$52.50 for Conversion and Certificate of Status and Certified Copy Certified Copy, and
and \$1,000 – Certificate) Status and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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Certificate of Conversion
For
"Other Business Organization"
Into

Florida Limited Partnership or Limited Liability Limited Partnership

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

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

NOBLE AP II, LLC

11-137399

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY

(Enter entity type. Example: corporation, limited liability company, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA

(Enter state, or if a non-U.S. entity, the name of the country)

on 12/31/2011

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

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

NOBLE AP II, LTD.

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

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, 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 Certificate of Limited Partnership, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(s) in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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Signed this 27th day of AUGUST, 20 12.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership/Limited Liability Limited Partnership: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: [Signature]
Printed Name: Traci L. Ambrosino Title: Vice President of NPAP II, Inc.

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Required Signature(s) on behalf of Other Business Entity: Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]
Printed Name: Traci L. Ambrosino Title: Duly Authorized Agent

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: (\$965 Filing Fee and \$35 Filing Fee)	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

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TALLAHASSEE, FLORIDA

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

1. NOBLE AP II, LTD.

(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. 4280 PROFESSIONAL CENTER DRIVE SUITE 100

Street address of initial designated office

PALM BEACH GARDENS, FL 33410

3. PETER S. SIDEL, ESQ.

Name of Registered Agent for Service of Process

4. 4280 PROFESSIONAL CENTER DRIVE, SUITE 110

Florida street address for Registered Agent

PALM BEACH GARDENS, FL 33410

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. 4280 PROFESSIONAL CENTER DRIVE, SUITE 100

Mailing address of initial designated office

PALM BEACH GARDENS, FL 33410

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:

NPAP II, INC.

4280 PROFESSIONAL CENTER DRIVE, SUITE 100

PALM BEACH GARDENS, FL 33410

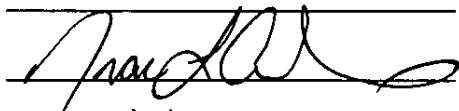
PO# 94352

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 27th day of AUGUST, 2012.

Signature of each general partner: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.



Traci L. Ambrosino,
Vice President of
NPAP II, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED