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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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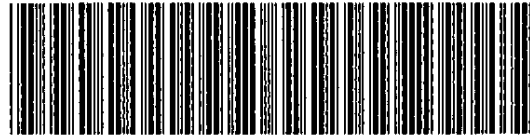
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. BRUCE

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Calesa Associates L.P.
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:

Larry B. Alexander, Jr.
Contact Person
Jones, Foster, Johnston & Stubbs, P.A.
Firm/Company
505 South Flagler Drive, Suite 1100
Address
West Palm Beach, FL 33401
City, State and Zip Code
mary@ecalesa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Larry B. Alexander, Jr. at (561) 659-3000
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

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

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:

Calesa Associates L.P.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited partnership
(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 Colorado
(Enter state, or if a non-U.S. entity, the name of the country)

on August 31, 1992
(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**:

Calesa Associates L.P.

(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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TALLAHASSEE, FLORIDA

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Signed this 27th day of August, 2013.

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: Edward F. Galea, Trustee of the Galea Family Trust, dated July 6, 2000, as his sole and separate property Title: General Partner

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: Edward F. Galea, Trustee of the Galea Family Trust, dated July 6, 2000, as his sole and separate property Title: General Partner

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)

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CALESA ASSOCIATES L.P.**

As a Certificate of Limited Partnership pursuant to F.S. §620.1201, the undersigned certifies:

1. The name of this limited partnership is CALESA ASSOCIATES L.P.
2. The street address of the initial designated office of the limited partnership is:

277 Royal Poinciana Way #102
Palm Beach, FL 33480
3. The name and street address of the initial registered agent for service of process is:

Jones Foster Service, LLC
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401
4. The mailing address of the initial designated office of the limited partnership is:


277 Royal Poinciana Way #102
Palm Beach, FL 33480
5. The name and business address of the General Partner is:

Edward F. Calesa, Trustee of The Calesa Family Trust, dated July 6, 2000, as his sole and separate property
277 Royal Poinciana Way #102
Palm Beach, FL 33480
6. The limited partnership does not elect to be a limited liability limited partnership.
7. The limited partnership shall become effective upon the date of filing with the Secretary of State of the State of Florida.

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TALLAHASSEE FLORIDA

WHEREFORE, the undersigned has executed this Certificate as the General Partner of CALESA ASSOCIATES L.P. as of the date set forth below.

Signed as of this 27th day of August, 2013.


Edward F. Calesa, Trustee of The Calesa Family Trust, dated July 6, 2000, as his sole and separate property

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TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 620.1201, Florida Statutes, the following is submitted in compliance with said Act:

That Calesa Associates L.P. desiring to organize under the laws of the State of Florida, has named Jones Foster Service, LLC, located at the Registered Office of the Limited Liability Company at 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Registered Agent and to accept service of process for the above-stated Limited Partnership 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 620, Florida Statutes.

Jones Foster Service, LLC

By: 

Larry B. Alexander, Jr., Manager

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