

A19000000540

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

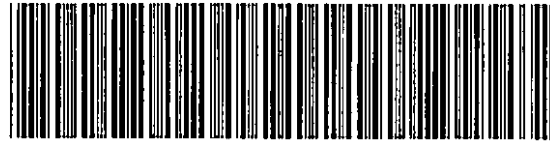
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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19 NOV 13 AM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY

NOV 21 2019



COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I200000000088

Date: 11/13/2019

Name: Merritt Walker

Reference #: 1152034

Entity Name: MANSION HOUSE HOTEL, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

PLEASE RETAIN
ORIGINAL DATE OF
SUBMISSION,
8/13/2019

Authorized Amount: \$1,052.50

Signature: *(Signature)*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2019

COGENCYGLOBAL

SUBJECT: MANSION HOUSE HOTEL, INC.
Ref. Number: S56722

We have received your document for MANSION HOUSE HOTEL, INC. and the authorization to debit your account in the amount of \$1035.00. However, the document has not been filed and is being returned for the following:

The fee to file a conversion to Florida LP is \$1052.50.

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.

Karen A Saly
Regulatory Specialist II

Letter Number: 819A00023434

19 NOV 16 3:44:27



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 15, 2019

COGENCYGLOBAL

SUBJECT: MANSION HOUSE HOTEL, INC.
Ref. Number: S56722

We have received your document for MANSION HOUSE HOTEL, INC. and the authorization to debit your account in the amount of \$1052.50. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is P94000033038 "THE MOON UNDER WATER, INC.".

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.

Karen A Saly
Regulatory Specialist II

Letter Number: 119A00023546

THE MOON UNDER WATER, INC.
477 Genoa Circle N.E
St. Petersburg, FL 33703

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19 NOV 13 AM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 18, 2019

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Consent to use of name – Moon Under Water

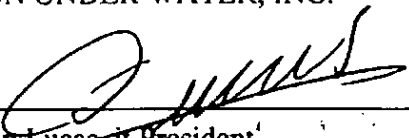
Dear Sir/Madam:

The Moon Under Water, Inc., a Florida corporation (the "Corporation") identified in Florida under document P94000033038, hereby consents to the use of that name by Moon Under Water, LP (the "LP"). We understand that Mansion House Hotel, Inc., a Florida corporation identified in Florida under document S56722, seeks to convert to Moon Under Water, LP, a Florida limited partnership. On behalf of the Corporation, and we understand that conversion will occur and do not object to the LP's use of the name Moon Under Water. The Corporation intends to change its name in the near future to avoid any confusion.

Should you have any questions relating to this consent, please contact me at EMAIL.

NUFACTS@GMAIL.COM. THE MOON UNDER WATER, INC.

By:


Alan Lucas, II President

cc: Joseph Orsino

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19 NOV 13 AM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CERTIFICATE OF CONVERSION
OF
MANSION HOUSE HOTEL, INC.
INTO
MOON UNDER WATER LP

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following Mansion House Hotel, Inc., a Florida corporation (the "Corporation") into a Florida limited partnership in accordance with §620.2104, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is: Mansion House Hotel, Inc.
2. The Corporation first organized, formed, or incorporated under the laws of Florida on May 28, 1991 and has a document number S56722.
3. The name of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership (attached as Exhibit A) is: Moon Under Water LP
4. The Conversion was approved as required by Chapter 620 Florida Statutes and was approved by the Corporation in compliance with the Florida Business Corporation Act and the Corporation's organization documentation.
5. This conversion is effective as of the close of business on November 13, 2019.
6. The conversion is permitted by the applicable law governing the Corporation and the Corporation has complied with such laws in effecting the conversion.
7. The Corporation currently exists on the official records of Florida.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Conversion dated this 12th day of November, 2019.

Mansion House Hotel, Inc.
a Florida corporation

By: 
Joseph Orsino, as its President

General Partner:

Moon US GP, Inc., a Florida corporation

By: 
Joseph Orsino, as its President

Exhibit A
Certificate of Limited Partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF
LIMITED PARTNERSHIP
OF
MOON UNDER WATER, LP
a Florida limited partnership**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner, desiring to form a limited partnership ("Partnership") pursuant to the laws of the State of Florida, hereby states:

1. The name of the Partnership is: Moon Under Water, LP
2. The street and mailing address of the Partnership is: 2504 W. Azeele Street, Tampa, Florida 33609
3. The name and address of the agent for service of process on the Partnership are:

Chestnut Business Services, LLC
c/o William Kalish
401 E. Jackson St, Suite 3100
Tampa, Florida 33602

4. The name and business address of the general partner is:

Moon US GP, Inc.
2504 W. Azeele Street
Tampa, Florida 33609

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of Moon Under Water, LP this 12th day of November, 2019.

GENERAL PARTNER:

Moon US GP, Inc., a Florida corporation

By: 
Joseph Orsino, as its President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.061, Moon Under Water, LP, Inc., desiring to organize under the laws of the State of Florida, hereby designates William Kalish, located at 401 E. Jackson St, Suite 3100, Tampa, Florida 33602, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.061 relative to maintaining an office for the service of process.

Chestnut Business Services, LLC,
a Florida limited liability company



William Kalish, Vice President