

B97000000186

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

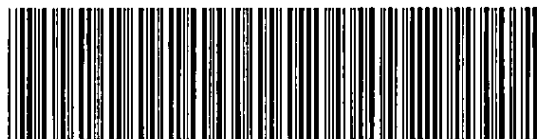
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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200406844312

2023 APR 20 PM 1:51
CLERK OF STATE
CLERK OF STATE

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M. SOLOMON

APR 25 2023

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Noble House Hotels & Resorts, Ltd.

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Audra Foster

Contact Person

Noble House Hotels & Resorts

Firm/Company

600 6th Street South

Address

Kirkland, WA 98033

City, State and Zip Code

nhlegal@noblehousehotels.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Audra Foster

at (425)

636-5664

Name of Contact Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☐ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

Mailing Address:

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

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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2023 APR 20 PM 1:51
CLERK OF COURT
JANET M. HARRIS

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Noble House Hotels & Resorts, Ltd.

2. Document Number of Foreign Limited Partnership or Limited Liability Limited Partnership:

B97000000186

2. The jurisdiction of its formation is: Texas

3. The date the entity was authorized to transact business in Florida is: 04/22/1997

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

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.

(If name unavailable in Florida, enter alternate name adopted for the purpose of transacting business in Florida.)

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Westgroup Partner, Inc.

600 6th Street South

☐ Add

☒ Remove

☐ Change

Kirkland, WA 98033

Westgroup Partner, LLC

600 6th Street South

☒ Add

☐ Remove

☐ Change

Kirkland, WA 98033

☐ Add

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- ☐ The entity elects to be a limited liability limited partnership.
- ☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____ (optional)
(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature of a general partner:



Typed or printed name:

James P. Colee, CEO

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

Request Type: Certified Copies

Entity Name: WESTGROUP PARTNER, INC.

Formed In: CALIFORNIA

Entity No.: 1406315

Entity Type: Stock Corporation - CA - General

Issuance Date: 03/30/2023

Copies Requested: 1

Receipt No.: 003892221

Certificate No.: 096072935

Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
9353310-1	12/31/2018	Legacy Conversion	1

.. End of list

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California on March 30, 2023.

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

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201900310466



State of California Secretary of State

1406315 - ent

Limited Liability Company Articles of Organization - Conversion

LLC-1A

File #

FILED *Emr* *KM*
Secretary of State
State of California
DEC 31 2018

This Space For Filing Use Only

IMPORTANT — Read all instructions before completing this form.**Converted Entity Information**

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

Westgroup Partner, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):



One Manager



More Than One Manager



All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA

260 PORTOFINO WAY, REDONDO BEACH, CA 90277

City

State

Zip Code

CA

5. Initial Mailing Address of Limited Liability Company, if different from Item 4

600 6TH STREET S, KIRKLAND, WA 98033

City

State

Zip Code

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

INCOOP SERVICES, INC.

b. If an Individual, Street Address of Agent for Service of Process - Do not list a P.O. Box

City

State

Zip Code

CA

c. If an Individual, Mailing Address of Agent for Service of Process

City

State

Zip Code

Converting Entity Information

7. Name of Converting Entity

Westgroup Partner, Inc.

8. Form of Entity

Corporation

9. Jurisdiction

California

10. CA Secretary of State File Number, if any

1406315

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote.

AND

The percentage vote required of each class.

Common, 3,000

majority 151%

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Signature of Authorized Person

CHAIRMAN of the Board

SECRETARY

Patrick R. Colee

Type or Print Name and Title of Authorized Person

JAMES P. COLEE, 12/28/2018

Type or Print Name and Title of Authorized Person

LLC-1A (REV 01/2016)

APPROVED BY SECRETARY OF STATE

Certificate Verification No.: 096072935 Date: 03/30/2023