

L05000122486

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

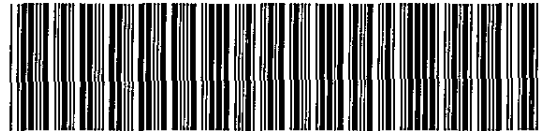
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

BK

Office Use Only



200062319792

12/27/05--01008--024 \*\*180.00

RECEIVED  
05 DEC 27 AM 11:05  
TALLAHASSEE, FLORIDA

FILED  
2005 DEC 27 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/27/2005

REF. #: 001126.46038

CORP. NAME: COLROSS II, LLC

FILED  
2005 DEC 27 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |   |   |  |
|---|---|--|
| <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 |   |  |

STATE FEES PREPAID WITH CHECK# 515464 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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

Examiner's Initials

**CERTIFICATE OF CONVERSION  
FROM A COMMON LAW TRUST TO  
A LIMITED LIABILITY COMPANY**  
(Pursuant to Florida Statutes §608.439)

**FILED**  
2005 DEC 27 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COLROSS II, LLC (hereinafter called the "Company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Florida, does hereby certify:

1. The other entity being converted is a Florida common law trust which was first created on December 15, 2005, in the State of Florida.
2. The name of the other entity immediately prior to the filing of this Certificate of Conversion is THE COMMONS ON SUNSET/SUNSET SQUARE TRUST.
3. The name of the Limited Liability Company is COLROSS II, LLC.
4. The conversion of THE COMMONS ON SUNSET/SUNSET SQUARE TRUST, a Florida common law trust, into COLROSS II, LLC, a Florida limited liability company, shall be effective immediately upon the filing of this certificate of conversion and the articles of organization.

Date: December 27, 2005

By: 

Name: James C. Colross

Title: Authorized Agent

H \_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
COLROSS II, LLC

FILED  
2005 DEC 27 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of Colross II, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is COLROSS II, LLC

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is 9485 Sunset Drive, Suite A-115, Miami, FL 33173.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: Victoria C. Hucks, 9485 Sunset Drive, Suite A-115, Miami, FL 33173.

ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company.

H \_\_\_\_\_

MIA#2415631 3

H \_\_\_\_\_

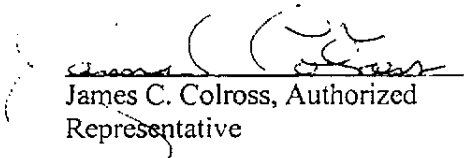
## ARTICLE FIVE

### INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a Member of the Company as of the 27 day of December, 2005.


  
James C. Colross, Authorized  
Representative

H \_\_\_\_\_

H \_\_\_\_\_

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Colross II, LLC in the foregoing Articles of Organization, I, Victoria C. Hucks, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

  
Victoria C. Hucks

H \_\_\_\_\_