

LO7000126444

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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

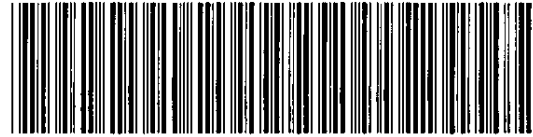
Special Instructions to Filing Officer:

A. LUNT

SEP -4 2009

EXAMINED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 SEP -3 PM 2:46

FILED

July 23, 2009

FLORIDA SECRETARY OF STATE  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Tampa Palms Lodging Associates, LLP  
Conversion and Qualification

Dear Sir or Madam:

Effective June 11, 2009, Tampa Palms Lodging Associates, LLC, a Florida limited liability company, converted from a Florida limited liability company to an Indiana limited liability partnership. The surviving entity is Tampa Palms Lodging Associates, LLP, an Indiana limited liability partnership.

On June 16, 2009, I sent the conversion documents along with the Statement of Qualification and the Partnership Registration to your office in order for the surviving entity to qualify to do business in the State of Florida. The Qualification and Registration were approved July 13, 2009. I have enclosed copies of each certificate.

The conversion was not completed because the fee required was not included in the original package. In order to process the conversion, I have enclosed our firm's check made payable to the Florida Department of State in the amount of \$30.00, representing \$25.00 for the filing fee and \$5.00 for the Certificate of Status.

I am also enclosing two (2) copies of the Articles of Conversion along with the Notice of Registration, Plan of Conversion and Consent to Resolutions attached as Exhibits A, B and C, respectively. The conversion needs to be effective **June 11, 2009**.

Please return the filed and approved documents in the postage paid envelope I have provided.

Should you have any questions, please do not hesitate to contact me at the number provided above. Thank you for your assistance.

Sincerely,



Anna L. Betke

ALB/dt:1415016/8280.68654

Encl.

cc: Dwayne C. Isaacs (w/o encl.)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 29, 2009

BINGHAM MCHALE  
ANNA L. BETKE  
2700 MARKET TOWER, 10 WEST MARKET STREET  
INDIANAPOLIS, IN 46204-2982

SUBJECT: TAMPA PALMS LODGING ASSOCIATES, L.L.C.  
Ref. Number: L07000126444

We have received your document for TAMPA PALMS LODGING ASSOCIATES, L.L.C. and your check(s) totaling \$30.00. 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) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 909A00025894

August 25, 2009

FLORIDA SECRETARY OF STATE  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Tampa Palms Lodging Associates, LLP  
Conversion and Qualification

Dear Sir or Madam:

Tampa Palms Lodging Associates, LLC a Florida limited liability company converted in to Tampa Palms Lodging Associates, LLP, an Indiana limited liability partnership, effective June 11, 2009. Enclosed is my letter dated July 23, 2009, along with the conversion documents.

Also enclosed, is Florida's Certificate of Conversion for Florida Limited Liability Company into "Other Business Entity," along with copies of the check I sent to the Florida Secretary of State. Florida retained the original check I sent on July 23, 2009.

It is my understanding these documents will complete the conversion process. Should you have any questions, please contact me immediately.

Please return the filed and approved documents in the postage paid envelope I have provided.

Sincerely,



Anna L. Betke

ALB/dt:1424322/8280.68654

Encl.

cc: Dwayne C. Isaacs (w/o encl.)

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Tampa Palms Lodging, LLC

Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Anna L. Betke

Contact Person

Bingham McHale, LLP

Firm/Company

2700 Market Tower, 10 West Market Street

Address

Indianapolis, Indiana 46204

City, State and Zip Code

abetke@binghammchale.com

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

For further information concerning this matter, please call:

Anna L. Betke

Name of Contact Person

at ( 317- )

635-8900

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee  
and Certificate of  
Status

☐ \$55.00 Filing Fee  
and Certified Copy

☐ \$60.00 Filing Fee,  
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

**Certificate of Conversion**  
For  
**Florida Limited Liability Company**  
Into  
**"Other Business Entity"**

**FILED**  
2009 SEP -3 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Tampa Palms Lodging Associates, LLC  
Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

Tampa Palms Lodging Associates, LLP  
Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a Limited Liability Partnership  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Indiana  
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: June 11, 2009

8. This conversion shall be effective in Florida on: June 11, 2009  
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

5701 Progress Road, Indianapolis, Indiana 46241

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: \_\_\_\_\_

Mailing Address: Corporation Service Company

1201 Hayes Street, Tallahassee 32301

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 20th day of August, 2009

Signature: \_\_\_\_\_

Must be signed by a Member or Authorized Representative.

Printed Name: Bharat Patel Title: Managing Partner

**Fees:** Filing Fee: \$25.00  
Certified Copy: \$30.00 (Optional)  
Certificate of Status: \$ 5.00 (Optional)

FILED  
2009 SEP -3 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA