

L10000001315

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

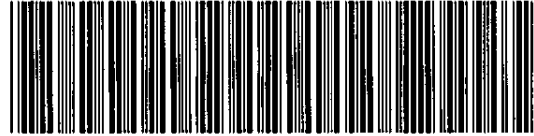
(Business Entity Name)

(Document Number)

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

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12/10/14--01019--007 \*\*60.00

EFFECTIVE DATE  
12/31/14

2014 DEC 10 AM 11:44  
TALLAHASSEE, FLORIDA

FILED

N. Ouffan DEC 17 2014

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** KAPAAU LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Beth Hamilton

Contact Person

Cades Schutte LLP

Firm/Company

1000 Bishop Street, 12th Floor

Address

Honolulu, Hawaii 96813

City, State and Zip Code

bhamilton@cades.com

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

For further information concerning this matter, please call:

Beth Hamilton

at ( 808 ) 521-9264

Name of Contact Person

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

CR2E106 (07/14)

FILED

2014 DEC 10 AM 11:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Conversion**  
For  
**Florida Limited Liability Company**  
Into  
**"Converted or Other Business Entity"**

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

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

Kapaau LLC

LI-1315

Enter Name of Florida Limited Liability Company

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

Kapaau Holdings LLC

Enter Name of "Converted or Other Business Entity"

3. The "Converted or Other Business Entity" is a limited liability company

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Hawaii

(Enter state, or if a non-U.S. entity, the name of the country)

on December 31, 2014

(Date of organization, formation or incorporation)

and the formation document is attached (if applicable).

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: 12/31/14 at 11:59 Florida time

(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.")

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

a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 55-164 Kokoiki Road  
Hawi, Hawaii 96719

Mailing Address: P.O. Box 1011  
Kapaau, HI 96755

7. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 20th day of June, 2014

Signature: Thomas M Mitchell  
Must be signed by a Member or Authorized Representative

Printed Name: Thomas M. Mitchell Title: Member

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

FILED  
2014 DEC 10 AM 11:14  
TALLAHASSEE, FLORIDA  
STATE DEPARTMENT OF STATE