

L10000023939

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/23/10--01013--020 **150.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAR - 2 PM 4:44

T. HAMPTON

MAR - 3 2010

EXAMINER

0116-9110

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Old City Acquisitions, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Todd Watson
(Contact Person)

Todd Watson, Attorney at Law
(Firm/Company)

12276 San Jose Boulevard, Suite 721
(Address)

Jacksonville, FL 32223
(City, State and Zip Code)

mail@toddwatsonlaw.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Todd Watson at (904) 739-9747
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
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

TODD WATSON
ATTORNEY AT LAW, P.L.

SUITE 721
12276 SAN JOSE BOULEVARD
JACKSONVILLE, FLORIDA 32223

TELEPHONE (904) 739-9747
FACSIMILE (904) 739-9748
mail@toddwatsonlaw.com

February 15, 2010

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

Re: Conversion of Beta of Alachua, LP, a Nevada limited
partnership to Old City Acquisitions, LLC, a Florida limited liability
company

Dear Sirs:

Enclosed is the following:

1. Certificate of Conversion;
2. Articles of Organization; and
3. Our firm check for \$150.00.

If you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,



Michelle Slocum
Legal Assistant

/kms

Enclosures

TODD WATSON
ATTORNEY AT LAW, P.L.

SUITE 721
12276 SAN JOSE BOULEVARD
JACKSONVILLE, FLORIDA 32223

TELEPHONE (904) 739-9747
FACSIMILE (904) 739-9748
mail@toddwatsonlaw.com

March 1, 2010

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

Re: Conversion of Beta of Alachua, LP, a Nevada limited
partnership to Old City Acquisitions, LLC, a Florida limited liability
company

Dear Sirs:

Enclosed is the following:

1. A copy of your correspondence dated February 23, 2010;
2. Certificate of Conversion; and
3. Articles of Organization.

If you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,



Michelle Slocum
Legal Assistant

/kms

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

10 MAR -2 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 23, 2010

TODD WATSON, ATTORNEY
12276 SAN JOSE BLVD
STE 721
JACKSONVILLE, FL 32223

SUBJECT: OLD CITY ACQUISITIONS, LLC
Ref. Number: W10000009110

We have received your document for OLD CITY ACQUISITIONS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 010A00004442

10 MAR -2 PM 4:44

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

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Beta of Alachua, LP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Partnership

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

first organized, formed or incorporated under the laws of Nevada

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

on 12/29/1999

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Old City Acquisitions, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____

(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 listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 15th day of February 20 10.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____

Printed Name: TONIG SPIRES

Title: Manager

Signature(s) on behalf of Other Business Entity: (See below for required signature(s).)

Signature: _____

Printed Name: TONIG SPIRES

Title: Manager

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION

OF

OLD CITY ACQUISITIONS, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAR -2 PM 4:44

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, does hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be "Old City Acquisitions, LLC".

ARTICLE 2.0

The period of its duration may not exceed 40 years from the date of filing with the Department of State.

ARTICLE 3.0

The purpose for which the Limited Liability Company is organized shall be to own and manage real property and the engagement of any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal place of business of the Limited Liability Company shall be 1 Indian Mound Drive, St. Augustine, Florida, 32080 and the mailing address of the Limited Liability Company shall be P.O. Box 4289, St. Augustine, Florida, 32085.

ARTICLE 5.0

The admission of new Members shall be subject to the unanimous approval of the existing Members of the Limited Liability Company.

ARTICLE 6.0

Upon the affirmative majority vote thereof, the remaining Members of the Limited Liability Company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

ARTICLE 7.0

The Limited Liability Company shall be managed by one or more Managers who may or may not be a Member of the Company and the name and address of the initial Manager is as follows:

Joni G. Spires

P.O. Box 4289
St. Augustine, FL 32085

ARTICLE 8.0

A Member's interest in the Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended.

ARTICLE 9.0

Unless expressly prohibited by Florida law, the Limited Liability Company shall indemnify and hold harmless any Member or Manager from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Limited Liability Company or assets owned by the Limited Liability Company.

EXECUTION

Todd Watson, Attorney at Law, as the authorized representative of the Company, declares under penalties of perjury that the facts stated herein are true and correct.

Dated this ^{15th} day of February, 2010.



Todd Watson, Attorney at Law

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DIVISION OF CORPORATIONS
10 MAR -2 PM 4:54

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is "Old City Acquisitions, LLC.

2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 12276 San Jose Boulevard, Suite 721, Jacksonville, Florida, 32223.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

Dated: February ^{19th} 2010

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAR -2 PM 4:04