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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

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Office Use Only



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2010 MAY 19 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

MAY 20 2010

EXAMINER



KEVIN R. KRANTZ
kkrantz@stahlcowen.com
Direct line: 312-377-7855

May 18, 2010

Via Federal Express

Florida Department of State
Division of Corporations
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Corporate Reorganizations

Dear Sir or Madam:

Enclosed for filing with your office are four original Certificates of Conversion and Articles of Organization for the following entities, together with a check for each entity representing the required filing fees:

1. Royal Trust Holdings, LLC;
2. Hyde Park Equities, LLC;
3. Cambridge Management Associates, LLC; and
4. ACC Alliance Commercial Capital, Inc.

Please file each document as soon as possible and return a filed, stamped copy to my attention in the enclosed self-addressed, stamped envelope. In the meantime, please call me with any questions you may have.

Very truly yours,

STAHL COWEN CROWLEY ADDIS LLC

Kevin R. Krantz

KRK:cbp
Enclosures

cc: Sam and Barbara Fallenbaum (w/o enclosures)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Royal Trust Holdings, 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:

Kevin R. Krantz
(Contact Person)

Stahl Cowen Crowley & Addis
(Firm/Company)

55 W. Monroe Street, Suite 1200
(Address)

Chicago, IL 60603
(City, State and Zip Code)

For further information concerning this matter, please call:

Kevin Krantz at (312) 377-7855
(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
Royal Trust Holdings, LLC

(Enter Name of Other Business Entity)

2. The "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.)

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 04/13/1999.
(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**:

Royal Trust Holdings, 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.)

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Signed this _____ day of _____ 2010

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: (Same)
Printed Name: Sam Fallenbaum Title: Member/Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Signature: [Signature]
Printed Name: Sam Fallenbaum Title: Member/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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Royal Trust Holdings, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

835 N. La Salle Street
Chicago, IL 60610

Mailing Address:

835 N. La Salle Street
Chicago, IL 60610

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Naomi Tilden
Name
100745 Yacht Club Dr.
Florida street address (P.O. Box NOT acceptable)
Treasure Island, FL 33706
City, State, and Zip

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TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S..

Naomi A. Tilden
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Sam Fallenbaum

865 N. LaSalle

Chicago, IL 60610

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Sam Fallenbaum

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)