

L10000062327

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

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EFFECTIVE DATE  
11/16/10

10 DEC 16 PM 3:51

CLERK OF SUPERIOR COURT  
DIVISION OF CORPORATIONS

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DEC 21 2010

LAW OFFICES OF  
**NELSON & NELSON, P.A.**

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North Miami Beach, Florida 33160

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**Barry A. Nelson**  
Fellow, American College of  
Trust and Estate Counsel  
Master of Laws in Taxation  
Board Certified Taxation &  
Wills, Trusts & Estates

**Judith S. Nelson**  
Former Judge of Compensation Claims

•••••

**Mirlene E. Dubreuzé**  
Office Manager

**ASSOCIATES**

**Jennifer E. Okular**  
Master of Laws in Taxation

**OF COUNSEL**

**Richard B. Comiter**  
Fellow, American College of  
Trust and Estate Counsel  
Master of Laws in Taxation  
Board Certified Taxation

**Jennifer D. Sharpe**  
Master of Laws in Taxation

November 30, 2010

**PERSONAL AND CONFIDENTIAL**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Southern Properties Fund II, LLC.**

Dear Sir/Madam:

Enclosed please find the following with respect to the above referenced matter:

1. Cover letter, Application for Foreign Qualification and check in the amount of \$125.00; and
2. Certificate of Conversion with check in the amount of \$25.00.

If you should have any questions, please feel free to contact me.

Very truly yours,



Patricia Gonzalez  
Paralegal

/pg  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 7, 2010

NELSON & NELSON, P.A., ATTN: PATRICIA GONZALEZ  
2775 SUNNY ISLES BLVD., SUITE 118  
NORTH MIAMI BEACH, FL 33160

SUBJECT: SOUTHERN PROPERTIES FUND II, LLC  
Ref. Number: L10000062327

We have received your document for SOUTHERN PROPERTIES FUND II, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

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) 245-6911.

Brenda Tadlock  
Senior Section Administrator

Letter Number: 010A00028396

LAW OFFICES OF  
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Board Certified Taxation

**Jennifer D. Sharpe**  
Master of Laws in Taxation

December 20, 2010

**PERSONAL AND CONFIDENTIAL**

Brenda Tadlock, Sr. Section Administrator  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Southern Properties Fund II, LLC.**

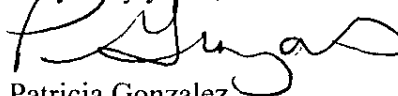
Dear Ms. Tadlock:

Enclosed please find the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. In addition, I have enclosed the Certificate of Conversion for Florida Limited Liability Company into "Other Business Entity". I have also enclosed the Delaware Certificate of Conversion, Certificate of Formation and the Certificate of Good Standing. Pursuant to our telephone conversation on or about December 6<sup>th</sup> or 7<sup>th</sup>, 2010, you processed the filing fee checks and the funds are on account with your office.

**Please process these transactions immediately so that the qualification and conversion will reflect on your system by Wednesday, December 22, 2010. If there is a fee for expediting, please let me know immediately by telephone so that we can pay it by credit card. I am making this request because our clients are trying to close on a property by the end of this week.**

Thank you so much for your assistance in this matter. If you should have any questions, please contact me.

Very truly yours,



Patricia Gonzalez  
Paralegal

/pg  
Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Southern Properties Fund II, 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:

Jennifer E. Okular

Contact Person

Nelson & Nelson, P.A.

Firm/Company

2775 Sunny Beach Blvd., #118

Address

North Miami Beach, FL 33160

City, State and Zip Code

jennifer@estatetaxlawyers.com

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

For further information concerning this matter, please call:

Jennifer E. Okular

Name of Contact Person

at ( 305 )

932-2000

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"**

10 DEC 16 PM 3:51  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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:

Southern Properties Fund II, LLC  
Enter Name of Florida Limited Liability Company

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

Southern Properties Fund II, LLC  
Enter Name of "Other Business Entity"

EFFECTIVE DATE  
12/16/10

3. The "Other Business Entity" is a \_\_\_\_\_ limited liability company  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of \_\_\_\_\_ Delaware  
(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: \_\_\_\_\_ December 16, 2010 \_\_\_\_\_

8. This conversion shall be effective in Florida on: December 16, 2010.  
(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:

1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487

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: 1000 Clint Moore Road, Suite 110, Boca Raton, FL 33487

Mailing Address: 1000 Clint Moore Road, Suite 110, Boca Raton, FL 33487

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 December, 2010

Signature: Jennifer Okaular  
Must be signed by a Member or Authorized Representative.

Printed Name: Jennifer Okaular Title: authorized representative

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