

L11000056999

(Requestor's Name)

(Address)

CF - 45

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

CERT - 30

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

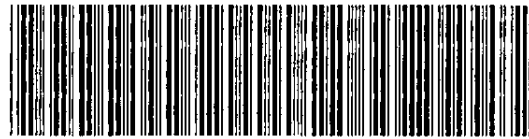
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B. KOHR

MAY 16 2011

EXAMINER



700207555037

05/12/11--01030--022 **105.00

05/16/11--01002--011 **45.00

05/16/11--01002--013 **60.00

45.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 13 PM 4:12



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 13 PM 4:12

May 13, 2011

OMAR FIGUERAS
HINSHAW & CULBERTSON LLP
9155 SOUTH DADELAND BLVD., SUITE 1600
MIAMI, FL 33156

SUBJECT: NEWPORT PINETREE AND LAKESIDE, LLC
Ref. Number: W11000026687

We have received your document for NEWPORT PINETREE AND LAKESIDE, LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The filing fee is \$150.00 to covert to an LLC. There is a balance due of \$45.00.

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles so that we may complete the filing process.

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) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 111A00011919

HINSHAW

& CULBERTSON LLP

Steven Carlyle Cronig
305-428-5122
scc@hinshawlaw.com

May 13, 2011

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

ATTORNEYS AT LAW

9155 South Dadeland Blvd.
Suite 1600
Miami, FL 33156-2741

305-358-7747
305-577-1063 (fax)
www.hinshawlaw.com

Re: Newport Pinetree and Lakeside II, Ltd. (Document
#A05000000716) / Conversion of Limited Partnership to Newport
Pinetree and Lakeside, LLC., a Florida limited liability company.

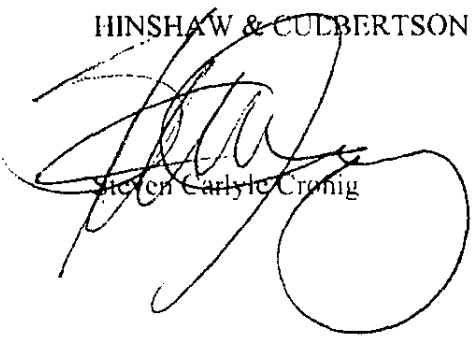
Dear Neysa:

This letter will follow up our conversation of this afternoon. This will confirm that the principals of Newport Pinetree and Lakeside, Inc. are the same persons who are the principals of the company that will be called Newport Pinetree and Lakeside, LLC. The Florida corporation will act as the Managing Member of the limited liability company.

Also, delivered with this letter is a check in the sum of \$45.00, representing the additional fee which you requested. If there is any problem with this filing, please call me directly at 305-428-5122. Thank you.

Sincerely,

HINSHAW & CULBERTSON LLP


Steven Carlyle Cronig

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DIVISION OF CORPORATIONS
11 MAY 13 PM 4:12

**CORPORATE
ACCESS,
INC.**

[When you need ACCESS to the world]

236 East 6th Avenue . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP:

5/13 Emily

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DIVISION
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☒ **CERTIFIED COPY**

☐ **PHOTOCOPY**

☐ **CUS**

☒ **FILING**

ooo Conversion

1.

Newport Pinetree and Lakeside II, Ltd.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

Please see enclosed letter but
be sure these are returned
to me!
Thank You!

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 13 PM 4:12

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NEWPORT PINETREE AND LAKESIDE II, LTD.
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Partnership or Limited Liability Limited Partnership into an "Other Organization" in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Omar Figueras
Contact Person
Hinshaw & Culbertson LLP.
Firm/Company
9155 South Dadeland Boulevard, Suite 1600
Address
Miami, Florida 33156
City, State and Zip Code
SCC@hinshawlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven Cronig at (305) 428-5122
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee ☐ \$61.25 Filing Fee and Certificate of Status ☒ \$105.00 Filing Fee and Certified Copy ☐ \$113.75 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 FILED PURSUANT TO
FLORIDA STATUTES §620.2104

CONVERTING

NEWPORT PINETREE AND LAKESIDE II, LTD.
A FLORIDA LIMITED PARTNERSHIP

INTO

NEWPORT PINETREE AND LAKESIDE, LLC.,
A FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 13 PM 4:12

A05-00000716

This Certificate of Conversion (this "Certificate") and the attached Articles of Organization ("Articles of Organization") are submitted to convert **Newport Pinetree and Lakeside II, Ltd.** (the "Florida Limited Partnership") into **Newport Pinetree and Lakeside, LLC.**, a Florida Limited Liability Company in accordance with Florida Statutes §608. The undersigned, being the Chief Operating Officer of Newport Pinetree and Lakeside II, Inc., which is the general partner of the Florida Limited Partnership, hereby makes, files, swears and avers as follows:

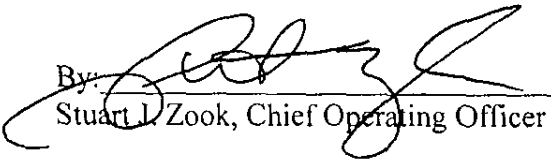
1. As Chief Operating Officer of the General Partner of the Florida Limited Partnership, I am empowered to execute this Certificate on behalf of the General Partner and the Florida Limited Partnership.
2. The name of the Florida Limited Partnership, immediately prior to the filing of this Certificate of Conversion, is "**Newport Pinetree and Lakeside II, Ltd.**" which is a Florida limited partnership formed on April 12, 2005 (Florida Document #A05000000716; FEI #20-2658086). One hundred percent (100%) of the general and limited partnership interests of the said Florida limited partnership have approved the conversion of the Florida Limited Partnership to a Florida limited liability company in accordance with Florida Statutes Chapter 620.2104.
3. The name of the Florida Limited Liability Company to result from the filing of this Certificate of Conversion is "**Newport Pinetree and Lakeside, LLC.**" The Articles of Organization of the Florida Limited Liability Company are attached hereto in accordance with Florida Statute Chapter 608.
4. Neil S. Rollnick, having a place of business at c/o Hinshaw & Culbertson LLP, 9155 South Dadeland Boulevard, Suite 1600, Miami, Florida 33156, shall be the registered agent of Newport Pinetree and Lakeside, LLC. (the "Registered Agent").

5. The Federal Taxpayer Identification Number of the resulting Florida Limited Liability Company will continue to be 20-2658086.
6. This Certificate of Conversion shall be effective as of the date of filing.

WITNESS execution of this Certificate this 11th day of May 2011 at Miami, Florida.

Newport Pinetree and Lakeside, Inc.
a Florida corporation


Newport Pinetree and Lakeside II, Ltd.
a Florida limited partnership, by its
General Partner, Newport Pinetree and
Lakeside, Inc., a Florida corporation

By: 
Stuart J. Zook, Chief Operating Officer

(Corporate Seal)

By: 
Stuart J. Zook, Chief Operating Officer

(Corporate Seal)


Neil S. Rollnick, Registered Agent

Prepared by:
Steven Carlyle Cronig, Esquire
Hinshaw & Culbertson LLP
9155 South Dadeland Boulevard
Suite 1600
Miami, Florida 33156
Telephone 305.358-7747

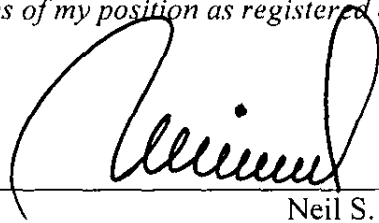
**ARTICLES OF ORGANIZATION
OF NEWPORT PINETREE AND LAKESIDE, LLC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 13 PM 4:12

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Organization of Newport Pinetree and Lakeside, LLC., a Florida limited liability company formed under Chapter 608 of the laws of the State of Florida, and pursuant to Florida Statutes §620.2104.

1. Name. The name of the limited liability company shall be "Newport Pinetree and Lakeside, LLC." (hereinafter the "Company"). [§608 407(1)(a)]
2. Street Address of Principal Office. The street address of the principal office of the Company shall be 3211 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134. [§608 407(1)(b)]
3. Mailing Address. The mailing address of the Company shall be 3211 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134. [§608 407(1)(b)]
4. Registered Agent. The name and address of the Registered Agent for the Company is. Neil S. Rollnick, having a place of business at c/o Hinshaw & Culbertson LLP, 9155 South Dadeland Boulevard, Suite 1600, Miami, Florida 33156 [§608 407(1)(c)]

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.



[Signature of Registered Agent]

Neil S. Rollnick

This instrument prepared by:
Steven Carlyle Cronig, Esquire
Hinshaw & Culbertson LLP
9155 South Dadeland Boulevard
Suite 1600
Miami, Florida 33156
Telephone (305) 358-7747

5. Management. The Company shall be managed by a Manager and therefore is a manager-managed company. Third parties hereby are notified that the following actions of the Company cannot occur without the prior written consent of LEM Funding XXII, L.P., a Delaware limited partnership and LEM Parallel XXII, L.P. a Delaware limited partnership: (i) the sale of the Company's real property; (ii) the refinancing of the mortgage financing encumbering the Company's real property; (iii) the replacement of the Manager or the addition of additional managers; and (iv) any amendment to these Articles of Organization or the Operating Agreement of the Company..

6. Continuation of Entity. The Company is a continuation, by conversion of form of business entity pursuant to Florida Statutes §620.2104 of a Florida limited partnership. The Federal Taxpayer Identification Number of the Company will continue to be 20-2657808.

IN WITNESS THEREOF, the undersigned, has made and subscribed these Articles of Organization at Miami, Miami-Dade County, Florida for uses and purposes aforesaid this 11th day of May 2011.

Newport Pinetree and Lakeside, Inc.,
a Florida corporation, Managing Member

By: 

Stuart J. Zook, Chief Operating Officer

(Corporate Seal)

(In accordance with §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.)