

L11000100728

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

FCC Veneta LLC

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

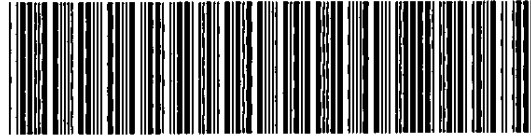
Special Instructions to Filing Officer:

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EXAMINER



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TO ACKNOWLEDGE
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DIVISION OF CORPORATIONS
11 SEP - 1 AM 8: 42

Com

Sunstate Research

Requester's Name

Address

656-8454

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GB Peninsula Ltd

(Corporation Name)

(Document #)

2. into

(Corporation Name)

(Document #)

3. FCC Veneta, LLC

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other Conversion

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

Examiner's Initials

CERTIFICATE OF CONVERSION

**for
GB PENINSULA, LTD.,
a Florida limited partnership,
into
FCC VENETA, LLC,
a Florida limited liability company**

FILED
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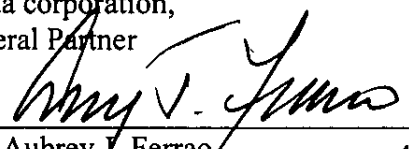
This Certificate of Conversion and attached Articles of Organization are submitted to convert GB Peninsula, Ltd., a Florida limited partnership, into FCC Veneta, LLC, a Florida limited liability company, in accordance with §620.2104 and §608.439, Florida Statutes.

1. Immediately prior to the filing of this Certificate of Conversion with the Florida Department of State, the name of the entity converting hereby into a Florida limited liability company was GB Peninsula, Ltd., a Florida limited partnership.
2. GB Peninsula, Ltd. was formed under the laws of the State of Florida on March 10, 2000.
3. Effective as of the date of filing of this Certificate of Conversion with the Florida Department of State, GB Peninsula, Ltd. will convert into a Florida limited liability company, the name of which, as set forth in the attached Articles of Organization, shall be FCC Veneta, LLC, and the principal office of which shall be located at 8156 Fiddler's Creek Parkway, Naples, Florida 34114.
4. The Plan of Conversion dated as of the date hereof, relating to the conversion contemplated hereby, has been approved by the general partner and limited partner of GB Peninsula, Ltd. in accordance with Chapter 620, Florida Statutes.
5. The conversion contemplated hereby complies with all applicable laws relating to limited partnerships and limited liability companies organized under the laws of the State of Florida.
6. The effective date of the conversion contemplated hereby shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.

IN WITNESS WHEREOF, each of GB Peninsula, Ltd. and FCC Veneta, LLC, has caused this certificate to be signed by its authorized person this 1st day of September 2011.

GB PENINSULA, LTD.,
a Florida limited partnership

By: GB PENINSULA, INC.
a Florida corporation,
its General Partner

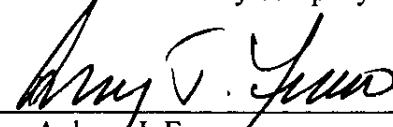
By: 

Name: Aubrey J. Ferrao

Title: Director and President

*and not
individually*

FCC VENETA, LLC
a Florida limited liability company

By: 

Name: Aubrey J. Ferrao

Title: Manager and President

*and not
individually*

**ARTICLES OF ORGANIZATION
OF
FCC VENETA, LLC
UNDER THE
FLORIDA LIMITED LIABILITY COMPANY ACT**

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DIVISION OF CORPORATIONS
11 SEP - 1 AM 8:42

ARTICLE I – NAME

The name of the Limited Liability Company is FCC VENETA, LLC.

ARTICLE II – ADDRESS

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

FCC Veneta, LLC
c/o Gulf Bay Group of Companies
8156 Fiddler's Creek Parkway
Naples, Florida 34114

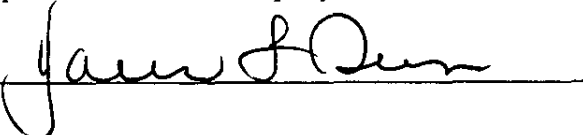
**ARTICLE III –
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S
SIGNATURE**

The name and address of the registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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.

Corporation Service Company

By: 

Karin L. Dunn, Assistant VP

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. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of FCC Veneta, LLC, this 1st day of Sept. 2011.

FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: Aubrey J. Ferrao

Name: Aubrey J. Ferrao

Title: Chief Executive Officer

*and not
individually*