

L120000005297

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

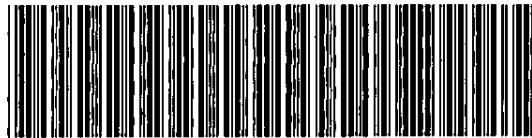
Special Instructions to Filing Officer:

Office Use Only

**B. KOHR**

JAN 11 2012

**EXAMINER**



200215476802

RECEIVED  
12 JAN 11 PM 2:03  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

12 JAN 11 PM 4:12  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 027661 7494549

AUTHORIZATION

COST LIMIT : \$ 150.00

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

ORDER DATE : December 15, 2011

ORDER TIME : 2:10 PM

ORDER NO. : 027661-005

CUSTOMER NO: 7494549

DOMESTIC CONVERSION LP TO LLC

NAME: LA PLACE DU SOLEIL II  
LIMITIED PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 16, 2011

DOREEN WALLACE  
CSC  
TALLAHASSEE, FL

SUBJECT: 1121 SPANISH RIVER ROAD, LLC  
Ref. Number: W11000062723

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

We have received your document for 1121 SPANISH RIVER ROAD, LLC and the authorization to debit your account in the amount of \$177.50. However, the document has not been filed and is being returned for the following:

The wrong CONVERSION CERTIFICATE has been submitted. In order to convert any kind of entity to a Florida LLC, you must use the CONVERSION OF OTHER BUSSINESS ENTITY INTO FLORIDA LLC conversion certificate. Please note that this certificate must be signed TWICE. The general partner of the converting limited partnership MUST SIGN, and a member or authorized representative of the resulting limited liability company MUST SIGN.

ALSO, please note that the TOTAL REQUIRED to file the Certificate of Conversion and the Articles of Organization is \$150.00.

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) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 311A00028045

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 JAN 11 PM 4:19

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:

La Place du Soleil II Limited Partnership

(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.)

A0806001069

first organized, formed or incorporated under the laws of Florida

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

on December 30, 2008

(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:

N/A

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

1121 Spanish River Road, LLC

(Enter Name of Florida Limited Liability Company)

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

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 30<sup>th</sup> day of December 2011.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: \_\_\_\_\_

Printed Name: Robert H. Williams, Jr. Title: Authorized Representative

**Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

La Place du Soleil, Inc., General Partner

Signature: \_\_\_\_\_

Printed Name: Robert H. Williams, Jr. Title: Assistant Secretary and Assistant Treasurer

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)

Page 2 of 2

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

**ARTICLES OF ORGANIZATION**

**OF**

**1121 SPANISH RIVER ROAD, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act").

**ARTICLE I: NAME**

The name of the limited liability company is 1121 Spanish River Road, LLC (the "Company").

**ARTICLE II: ADDRESS OF COMPANY**

The mailing address of the Company is:

P.O. Box 853  
Sparta, NJ 07871

The street address of the principal office of the Company is:

320 Sparta Avenue  
Sparta, NJ 07871

**ARTICLE III: REGISTERED AGENT**

The name and address of the registered agent of the Company are:

Robert H. Williams Jr.  
100 N.E. 20th Terrace  
Deerfield Beach, FL 33441

**ARTICLE IV: MANAGEMENT OF THE COMPANY**

The Company will be a member-managed company. The name and address of the initial Managing Member are as follows:

Title:

Name and Address:


Managing Member ("MGRM"):

La Place du Soleil, Inc.  
320 Sparta Avenue  
Sparta, NJ 07871

#### ARTICLE V: INDEMNIFICATION

Except to the extent prohibited by the Act, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that such person is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, director, partner, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against liability incurred in connection with such proceeding, including the appeal thereof, if such person acted in good faith and in a manner that such person reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. The rights accruing to any person under the foregoing provision shall not exclude any other right to which such person may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The undersigned authorized representative has executed these Articles of Organization effective as of December 15, 2011.

  
Ann Marie Bruski

*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.*