

L120000011640

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

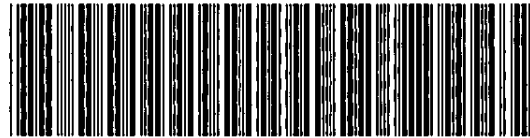
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

JAN 25 2012
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01/24/12--01016--019 **180.00

FILED
12 JAN 24 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: High Noon Apartment Motels, 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:

Louis C. Anderson, Esq.
(Contact Person)

Louis C. Anderson, J.D., P.L.
(Firm/Company)

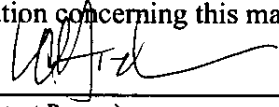
224 Commercial Blvd., #310
(Address)

Lauderdale by the Sea, FL 33308
(City, State and Zip Code)

lou@anderlaw.com

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

For further information concerning this matter, please call:

Louis C. Anderson  at (954) 772-8050
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input checked="" type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

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:

High Noon Apartment Motels, Inc.
(Enter Name of Other Business Entity)

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

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 August 8, 1961
(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**:

High Noon Apartment Motels, 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.)

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.

FILED
12 JAN 24 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 20th day of January 2012.

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: Paul D. Novak

Printed Name: Paul D. Novak

Title: Manager

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).]

Signature: Paul D. Novak

Printed Name: Paul D. Novak

Title: President

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 OF HIGH NOON APARTMENT MOTELS, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is **HIGH NOON APARTMENT MOTELS, LLC** (hereinafter referred to as the "Company").

2. Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

3. Address Of Place Of Business.

The mailing address for the Company is 4432 El Mar Drive, Lauderdale-by-the-Sea, FL 33308 and the street address of the place of business for the Company is 4432 El Mar Drive, Lauderdale -by-the-Sea, FL, 33308. These addresses may be changed from time to time as provided in the Operating Agreement.

4. Registered Agent.

The initial registered agent in Florida for the Company is PAUL D. NOVAK, and the initial registered office is located at 4432 El Mar Drive, Lauderdale-by-the-Sea, FL, 33308.

5. Purpose And Power.

The Company shall be formed for the purpose of buying and selling, owning, managing, and financing both real and personal property, and for any other lawful purposes, and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in, real property and securities, to acquire, own, and dispose of real and personal property, to make loans and purchase and sell businesses, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior *unanimous* written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company may be vested in its members or in manager(s), as provided in the Operating Agreement.

The name and address of the Manager is as follows:

**Paul D. Novak
4432 El Mar Drive
Lauderdale-by-the-Sea, FL, 33308**

10. Real Estate Documents.

All conveyances and mortgages of and leases relating to real property, and all promissory notes, mortgages, security agreements and other documents pertaining to loans made by the Company shall be executed by a Manager (President or Vice President), and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Manager (President or Vice President).

11. Amendment Of Articles of Organization.

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

12. Liability.

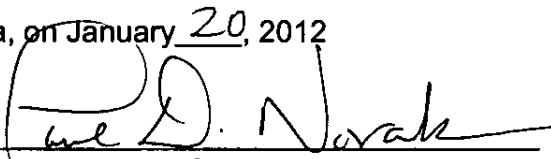
None of the members of the Company are to be liable for its debts and obligations.

13. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager, or Officer or director, to the full extent permitted under the Act.

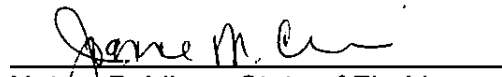
Executed at Broward County, Florida, on January 20, 2012

By:


PAUL D. NOVAK, Member

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on January 20, 2012, by **PAUL D. NOVAK**, as a Member of HIGH NOON APARTMENT MOTELS, LLC, who (X) is personally known to me or () produced _____ as identification.


Notary Public — State of Florida
Print Name:

(Seal)

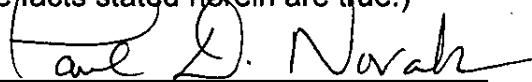


Joanne M. Curran
COMMISSION #DD792231
EXPIRES: MAY 27, 2012
WWW.AARONNOTARY.COM

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.403(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

A handwritten signature in black ink, appearing to read "Paul D. Novak", written over a horizontal line.

Signature of Registered Agent

PAUL D. NOVAK

Typed or printed name of signee