

#L 12000077165

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

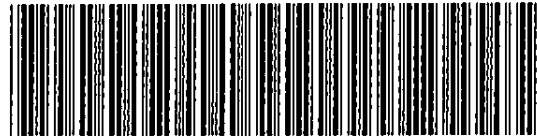
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800235674588

06/08/12--01027--025 **150.00

RECEIVED
DEPARTMENT OF STATE
12 JUN -8 PM 3:42

FILED
12 JUN -8 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

JUN 11 2012

**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: 6-8-12

☐ CERTIFIED COPY

☒ PHOTOCOPY

☐ CUS

☒ FILING

Conversion - LLC

1. Old Port Capital, LTD to LLC
(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:

FILED
12 JUN -8 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
of
OLD PORT CAPITAL, LTD.
Into
OLD PORT CAPITAL, LLC

This Certificate of Conversion is submitted to convert the following Florida Limited Partnership into a Florida Limited Liability Company in accordance with §620.2104 and §608.439 Florida Statutes.

1. The name of the Florida Limited Partnership converting into a Florida Limited Liability Company is OLD PORT CAPITAL, LTD. which was formed August 23, 2005. #A05000001640
2. The name of the Florida Limited Liability Company is OLD PORT CAPITAL, LLC.
3. OLD PORT CAPITAL, LLC is a limited liability company organized, formed or incorporated under the laws of Florida.
4. The above referenced Florida Limited Partnership has converted into a Florida Limited Liability Company in compliance with Chapters 620 and 608, Florida Statutes.
5. The Plan of Conversion was approved by all of the Partners of the converting Florida Limited Partnership as required by Chapter 620, F.S., and by all of the Members of the Florida Limited Liability Company as required by Chapter 608, F.S., on June 5, 2012 which vote is sufficient for approval.
6. This conversion is effective as of the filing with the Florida Department of State.

Signed this 5th day of June, 2012.

OLD PORT CAPITAL, LLC
By: Cay Sal International, Inc.,
its Authorized Representative

By: K. Wilson
Kimberly Lynn Wilson,
Chairman

OLD PORT CAPITAL, LTD.
By: Cay Sal International,
Inc., its General Partner

By: K. Wilson
Kimberly Lynn Wilson,
Chairman

FILED

12 JUN -8 AM 10: 28

ARTICLES OF ORGANIZATION OF
OLD PORT CAPITAL, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that it a Member who is forming a Limited Liability Company under Chapter 608, Florida Statutes. The following Articles of Organization are hereby adopted.

ARTICLE I.
NAME

The name of the Limited Liability Company shall be OLD PORT CAPITAL, LLC.

ARTICLE II.
DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as of the date of the filing of these Articles of Organization with the Florida Department of State.

ARTICLE III.
ADDRESS; PRINCIPAL OFFICE

The mailing address of the Limited Liability Company and the street address of the principal office of the Limited Liability Company is 101 East Kennedy Boulevard, Suite 3300, Tampa, FL 33602.

ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 101 East Kennedy Boulevard, Suite 3300, Tampa, FL 33602 and the name of its initial registered agent at such address is Brad A. Gordon.

ARTICLE V.
PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

The undersigned, being a Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of OLD PORT CAPITAL, LLC.

Executed by the undersigned this 5th day of June, 2012.

CAY SAL INTERNATIONAL, INC.

By: Kimberly Lynn Wilson
Kimberly Lynn Wilson, Chairman

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Chapter 621, Florida Statutes, I agree to act in the capacity of Registered Agent for OLD PORT CAPITAL, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED as of June 5, 2012.



Brad A. Gordon