

L12000086944

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(Address)

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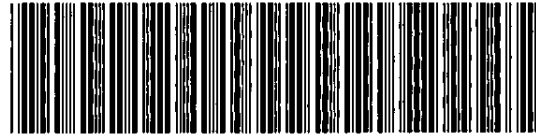
(Business Entity Name)

(Document Number)

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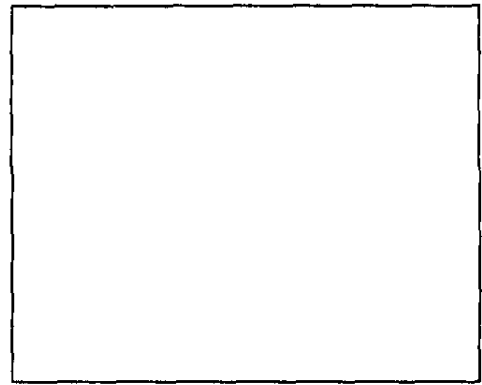
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ENTITY NAME:

ONE FLAGLER DEVELOPMENT, LLC

CK# 5729 FOR \$566.25 (\$185.00 for this filing)

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PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING

CERTIFIED COPY

STAMPED COPY

CERTIFICATE OF STATUS

Examiner's Initials

**ONE FLAGLER DEVELOPMENT, LLC**  
**1475 W. Cypress Creek Road, Suite 202**  
**Fort Lauderdale, FL 33309**

**FILED**  
2012 JUN 29 PM 2:31  
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TALLAHASSEE, FLORIDA

**CONSENT FOR USE OF CORPORATE NAME**

The undersigned, JAMES E. GOLDSTEIN, as the Manager of One Flagler Development, LLC, a Delaware limited liability company authorized to do business in the State of Florida (the "Company"), hereby consents to the use of the name "One Flagler Development, LLC" in connection with the Company's conversion from a Delaware limited liability company to a Florida limited liability company.

By:

  
James E. Goldstein, Manager

Date:

JUNE 26, 2012

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

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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:

ONE FLAGLER DEVELOPMENT, LLC  
(Enter Name of Other Business Entity)

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

first organized, formed or incorporated under the laws of Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)

on October 19, 2005  
(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:

ONE FLAGLER DEVELOPMENT, 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.

Signed this 26<sup>th</sup> day of June 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: [Signature]  
Printed Name: James E. Goldstein 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: [Signature]  
Printed Name: James E. Goldstein Title: Manager

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)

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

ONE FLAGLER DEVELOPMENT, LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

**ARTICLE II - Address:**

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

**Principal Office Address:**

1475 W. Cypress Creek Road

Suite 202

Fort Lauderdale, FL 33309

**Mailing Address:**

1475 W. Cypress Creek Road

Suite 202

Fort Lauderdale, FL 33309

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Clifford I. Hertz, P.A.

Name

One N. Clematis Street, Suite 500

Florida street address (P.O. Box **NOT** acceptable)

West Palm Beach

FL 33401

City, State, and Zip

*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.*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGR

James E. Goldstein  
1475 W. Cypress Creek Road, Suite 202  
Fort Lauderdale, FL 33309

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_  
(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

(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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

James E. Goldstein, Manager  
Typed or printed name of signee

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