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(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

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(Document Number)

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

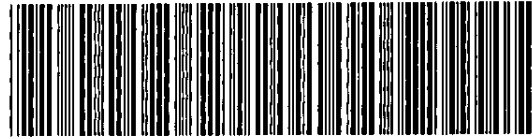
Special Instructions to Filing Officer:

Office Use Only

**B. KOHR**

SEP - 5 2012

**EXAMINER**



300237102693

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 SEP - 5 AM 10:50

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

FILED  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
12 SEP -5 AM 05:50

Account Number: FCA000000017  
Date: 9/5/12  
Requestor Name: Carlton Fields  
Address: Post Office Drawer 190  
Tallahassee, Florida 32302  
Telephone: (850) 513-3619 - direct  
(850) 224-1585  
Contact Name: Kim Pullen, CP, FRP

Corporation Name: IBIS Walk, LLC  
\_\_\_\_\_  
Email Address: \_\_\_\_\_

Entity Number: \_\_\_\_\_  
Authorization: Kim Pullen

Authorization:

☒ Art. of  
Org.  
Certified Copy

\_\_\_\_\_  
Certificate of Status

☒ New Filings

\_\_\_\_\_  
Plain Stamped Copy

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Annual Report

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Fictitious Name

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Amendments

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Registration

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

CF Internal Use Only

Client: 48459 Matter: 23944

Name: D. Mackey Office: TBA

**CERTIFICATE OF CONVERSION  
OF  
IBIS WALK, LLLP,  
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP  
INTO  
IBIS WALK, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

A0300000099

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 SEP -5  
AM 10:50

This Certificate of Conversion is submitted to convert the following Florida limited liability limited partnership into a Florida limited liability company in accordance with Sections 620.2102 and 608.439 of the Florida Statutes.

1. The name of the converting domestic partnership is IBIS WALK, LLLP and its Florida document number is A03000000991. IBIS WALK, LLLP was organized in Florida on July 10, 2003.
2. The name of the converted entity as set forth in the Articles of Organization is IBIS WALK, LLC, a Florida limited liability company.
3. IBIS WALK, LLLP has converted into IBIS WALK, LLC in compliance with Chapters 620 and 608 of the Florida Statutes, which govern Florida limited partnerships and Florida limited liability companies.
4. The plan of conversion was approved by IBIS WALK, LLLP in accordance with Chapter 620 of the Florida Statutes.
5. The plan of conversion was approved by IBIS WALK, LLC in accordance with Chapter 608 of the Florida Statutes.
6. The principal office address of IBIS WALK, LLC is 780 94th Avenue North, Suite 107, St. Petersburg, Florida 33702-2468.
7. This conversion shall be effective upon filing.

**[Signatures appear on the following page.]**

IBIS WALK, LLLP

By:

Celotex Research, LLC

Its General Partner

By: 

Name: George N. Wood

Title: President

Grady Pridgen, Inc.

Its General Partner

By: 

Name: Grady C. Pridgen, III

Title: President

## PLAN OF CONVERSION

This Plan of Conversion ("Plan"), dated as of August 7, 2012, converts IBIS WALK, LLLP, a Florida limited liability limited partnership (the "Converting Entity"), to IBIS WALK, LLC, a Florida limited liability company (the "Surviving Entity"). The partners of the Converting Entity have determined that it would be in the best interests of the Converting Entity and its partners to convert to the Surviving Entity, and have therefore approved the Conversion. This Plan of Conversion is executed pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 2005 ("FRULPA") and the Florida Limited Liability Company Act ("FLLCA").

### SECTION 1. TERMS AND CONDITIONS OF CONVERSION AND MODE OF CARRYING CONVERSION INTO EFFECT.

(a) At the Effective Time (as defined in Section 5 of this Plan) of the Conversion, the Converting Entity shall convert into the Surviving Entity.

(b) Pursuant to the Conversion, the articles of organization as attached as Exhibit A, shall be the articles of organization of the Surviving Entity.

(c) From and after the Effective Time, the partners of the Converting Entity shall be the members of the Surviving Entity following the Conversion. The Surviving Entity shall be managed by its members.

(d) The established offices and facilities of the Converting Entity immediately prior to the Effective Time shall continue as the established offices and facilities of the Surviving Entity after the Effective Time. The principal address and mailing address of the Converting Entity, located at 780 94th Avenue North, Suite 107, St. Petersburg, Florida 33702-2468., shall continue as the principal address and mailing address of the Surviving Entity after the Effective Time. The registered agent of the Surviving Entity shall continue to be CFRA, LLC, located at 100 South Ashley Drive, Suite 400, Tampa, Florida 33602.

(e) The title to all real property and other property, or any interest therein, owned by the Converting Entity at the time of its Conversion remains vested in the Surviving Entity without reversion or impairment by operation of law.

(f) The Surviving Entity shall continue to be responsible and liable for all the liabilities and obligations of the Converting Entity. Any claim existing or action or proceeding pending by or against the Converting Entity may be continued as if the Conversion did not occur. Neither the rights of creditors nor any liens upon the property of the Converting Entity shall be impaired by such Conversion.

(g) In addition to the foregoing effects set forth in subsections (e) and (f) of this Section 1, the Conversion shall have the effects set forth in Section 620.2105 of the FRULPA.

## **SECTION 2. NOTICE OF THE CONVERSION.**

The limited partners have no right to vote on a conversion. As a result, the notification requirements as set forth in Sections 620.2116 and 620.2118 of the FRULPA relating to appraisal rights of the partners do not apply.

## **SECTION 3. MANNER AND BASIS OF CONVERTING INTERESTS OF THE CONVERTING ENTITY INTO INTERESTS OF THE SURVIVING ENTITY.**

At the Effective Time of the Conversion, by operating of law, the Surviving Entity is for all purposes the same entity as the Converting Entity. Each partner of the Converting Entity shall own a percentage membership interest in the Surviving Entity equal to such partner's percentage interest in the Converting Entity. Within five (5) days of the Effective Time of the Conversion, a copy of the Certificate of Conversion (as defined in Section 5 below), certified by the Florida Department of State, shall be filed in the official records of any county in which the Converting Entity holds interest in real property.

## **SECTION 4. CONDITIONS.**

Effectuation of the Conversion and the other transactions herein provided is conditioned on the receipt of all consents, orders and approvals and satisfaction of all other requirements prescribed by law which are necessary for the consummation of the Conversion.

## **SECTION 5. FILING; EFFECTIVE TIME.**

If all of the conditions to the Conversion set forth in Section 4 of this Plan shall have been fulfilled in accordance herewith and this Plan shall not have been terminated as provided in Section 7 of this Plan, the Converting Entity shall cause a certificate of conversion meeting the requirements of the FRULPA and the FLLCA (the "Certificate of Conversion") to be properly executed and filed with the Florida Department of State. The Conversion shall become effective upon the date set forth in the Certificate of Conversion (the "Effective Time"). In no event shall the Effective Time be a date later than that permitted by the FRULPA and the FLLCA.

## **SECTION 6. FURTHER ASSURANCES.**

Prior to the Effective Time, the Converting Entity shall take all such actions as shall be necessary or appropriate in order to effectuate the Conversion. In case at any time after the Effective Time the Surviving Entity shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable to vest in or confirm to the Surviving Entity full title to all the properties, assets, rights, privileges and franchises of the Converting Entity, the shareholders and officers of the Surviving Entity, in the name and on behalf of the Converting Entity and the Surviving Entity, shall be authorized to execute and deliver all such instruments and take all such action in the name and on behalf of the Converting Entity and the Surviving Entity as may be necessary or desirable in order to vest in and confirm to the Surviving Entity title to and possession of all such properties, assets, rights, privileges and franchises, and otherwise to carry out the purposes of this Plan.

**SECTION 7. TERMINATION AND AMENDMENT.**

(a) At any time prior to the Effective Time, this Plan may be terminated by the general partner of the Converting Entity. In the event this Plan is so terminated, it shall be of no further force or effect and there shall be no liability by reason of this Plan or its termination on the part of the Converting Entity or of its partners, employees, or agents.

(b) This Plan represents the entire understanding with respect to the subject matter hereof and may be amended only by a writing executed by the Converting Entity. The Converting Entity may, by written document, amend, modify or supplement this Plan at any time prior to the Effective Time.

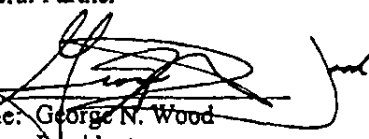
**SECTION 8. COMPANY APPROVAL.** Pursuant to the requirements of Section 620.2103 of the FRULPA, this Plan, the Conversion, and related matters is hereby approved by the general partners of the Converting Entity.

**SECTION 9. CONSTRUCTION OF TERMS.** All provisions and any variations thereof used herein shall be deemed to refer to the masculine, feminine, neuter, singular, or plural as the identity of such person or persons shall require.

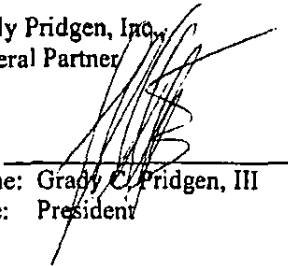
**SECTION 10. GOVERNING LAW.** This Plan shall be governed by the laws of the State of Florida.

**IN WITNESS WHEREOF,** the Converting Entity has caused this Plan to be duly executed on its behalf by its general partner, as of the date first above written.

Celotex Research, LLC  
General Partner

By:   
Name: George N. Wood  
Title: President

Grady Pridgen, Inc.  
General Partner

By:   
Name: Grady C. Pridgen, III  
Title: President

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DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
IBIS WALK, LLC**

The undersigned, as the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

**ARTICLE I**  
**Name**

The name of the Company is IBIS WALK, LLC.

**ARTICLE II**  
**Initial Principal Office Street and Mailing Address**

The Company's initial principal office street address and mailing address is 780 94th Avenue North, Suite 107, St. Petersburg, Florida 33702-2468.

**ARTICLE III**  
**Initial Registered Agent and Office**

The street address of its initial registered office of the Company is 100 South Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of its initial registered agent at that address is CFRA, LLC.

**ARTICLE IV**  
**Authorized Representative**

The name and address of the authorized representative of the organizing member of the Company are:

**Name**

David P. Burke

**Address**

4221 W. Boy Scout Blvd.  
Suite 1000  
Tampa, FL 33607



David P. Burke, as Authorized Representative



### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated as of the 5<sup>th</sup> day of September 2012.

**REGISTERED AGENT:**



CFRA, LLC

By: David P. Burke