

613000040888

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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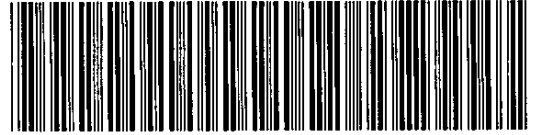
(Business Entity Name)

(Document Number)

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2014 JUL 10 PM 4:29
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2014 JUL 10 PM 1:15
TALLAHASSEE, FLORIDA

T. Burch JUL 10 2014

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET

ACCT. #FCA-23

CONTACT: SAVANNAH DEBOER

DATE: 07/10/2014

REF. #: 7748064.9207222

CORP. NAME: BISCAYNE MIAMI PARTNERS LLC (FL) converting into BISCAYNE MIAMI PARTNERS
(DE)

- ☐ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION
☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME
☐ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY
☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL
☐ CERTIFICATE OF CANCELLATION

☒ OTHER: ARTICLES OF CONVERSION

STATE FEES PREPAID WITH CHECK # 70023414 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

- ☐ CERTIFICATE OF GOOD STANDING
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

ARTICLES OF CONVERSION
FOR
BISCAYNE MIAMI PARTNERS LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
BISCAYNE MIAMI PARTNERS LLC,
A DELAWARE LIMITED LIABILITY COMPANY

14 JUL 10 PM 16:45
RECEIVED
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE STATE OF FLORIDA

The undersigned, being duly authorized, on behalf of **BISCAYNE MIAMI PARTNERS LLC**, a Florida limited liability company (the "Converting Entity"), and for the purpose of converting the Converting Entity from a Florida limited liability company into a Delaware limited liability company pursuant to § 605.1045 of the Florida Revised Limited Liability Company Act (the "FLLCA"), certifies that:


1. The name of the Converting Entity immediately prior to the filing of this Articles of Conversion was **BISCAYNE MIAMI PARTNERS LLC**.
2. The Converting Entity was first formed under the laws of the State of Florida on March 18, 2013.
3. The name of the limited liability company as set forth in the Certificate of Formation filed in accordance with the Delaware Limited Liability Company Act is **BISCAYNE MIAMI PARTNERS LLC**, a Delaware limited liability company (the "Resulting Entity").
4. The above referenced Florida limited liability company has converted into a Delaware limited liability company in accordance with Chapter 605 of the Florida Statutes, and the conversion complies with Chapter 18 of the Delaware Statutes governing limited liability companies.
5. The Agreement and Plan of Conversion was approved in accordance with §§ 605.1041 – 605.1046 of the FLLCA.
6. The Resulting Entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of the Converting Entity. For purposes of § 605.0117 and Chapter 48, the Department of State may contact the Resulting Entity at 314 Clematis Street, Suite 200, West Palm Beach, Florida 33401.
7. The Resulting Entity has agreed to pay any members having appraisal rights the amount to which they are entitled under § 605.1006 and §§ 605.1061 – 605.1072 of the FLLCA.
8. The principal office address of **BISCAYNE MIAMI PARTNERS LLC** shall be 314 Clematis Street, Suite 200, West Palm Beach, Florida 33401.

9. The effective date of the conversion shall be the date of the filing of these Articles of Conversion with the Department of State of the State of Florida.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Conversion, on behalf of the Converting Entity, as of this 3rd day of July, 2014.

BISCAYNE MIAMI PARTNERS LLC

By: 
Name: Reid J. Boren
Title: President and Authorized Signatory

14 JUL 10 PM 4:45
BISCAYNE MIAMI PARTNERS LLC
MIAMI, FLORIDA