

L13000167897

(Requestor's Name)

(Address)

(Address)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

W13-45727

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13 NOV 27 PM 4:01  
DIVISION OF CORPORATION

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2013 NOV 27 PM 1:44  
CLERK OF STATE  
TALLAHASSEE FLORIDA

DEC 04 2013



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 2, 2013

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: ADDISON PARK MANAGER, INC.  
Ref. Number: W13000065727

We have received your document for ADDISON PARK MANAGER, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 913A00027393

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**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302**

**155 Office Plaza Dr Ste A Tallahassee FL 32301**

**PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE:** 11/27/13

**NAME:** Addison Park Manager, Inc

**TYPE OF FILING:** Conversion

**COST:** \$215.00

**RETURN:** Certified

**FILED**  
2013 NOV 27 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE

*Abbie Hodge*

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Fax Audit Number \_\_\_\_\_

**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 Florida Corporation into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Addison Park Manager, Inc.

2. The "Other Business Entity" is a corporation first organized and formed under the laws of the State of Florida on July 8, 2011. *P110000062521*

3. The name and address of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Addison Park Manager, LLC, 1201 East Hillsboro Boulevard, Deerfield Beach, FL 33441.

4. The conversion shall be effective on the date of filing.

5. The plan of conversion and this conversion were approved as required by Chapters 607 and Chapter 608, Florida Statutes. The written consent of each shareholder of Addison Park Manager, Inc. who, as a result of the conversion, becomes a member of Addison Park Manager, LLC has consented to the plan of conversion and this conversion.

6. Addison Park Manager, Inc. currently exists on the official records of the State of Florida.

The 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.

Signed *November 27*, 2013.

Addison Park Manager, Inc.

By: *Alexander S. Rosemurgy Jr.*  
Alexander S. Rosemurgy, President

Addison Park Manager, LLC

By: *Alexander S. Rosemurgy Jr.*  
Alexander S. Rosemurgy,  
Authorized Representative

Fax Audit Number \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
ADDISON PARK MANAGER, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

**ARTICLE I**

The name of this limited liability company shall be Addison Park Manager, LLC.

**ARTICLE II**

The mailing address and street address of the principal office of the limited liability company shall be 1201 East Hillsboro Boulevard, Deerfield Beach, FL 33441, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE III**

The initial registered office of this limited liability company is 7777 Glades Road, Suite 300, Boca Raton, FL 33434. The initial registered agent at that address is BCRA, LLC.

**ARTICLE IV**

The limited liability company shall be manager managed. The initial managers of the limited liability company are Timothy Lewis, Timothy Lewis, Jr., Alexander S. Rosemurgy and Richard P. Giles. The initial independent manager of the limited liability company is John R. Hosmer, Jr.

**ARTICLE V**

This limited liability company shall commence its existence as of the filing hereof, and shall exist perpetually thereafter unless sooner dissolved.

**ARTICLE VI**

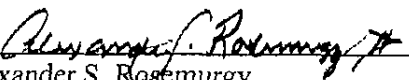
This limited liability company is organized for the sole purpose of serving as the sole manager of, and holding a 0.5% membership interest in, Addison Park of Boca Raton, LLC, a Florida limited liability company (the "Borrower"), for so long as the mortgage loan (the "Loan") held by DEUTSCHE BANK TRUST COMPANY AMERICAS, AS TRUSTEE FOR THE REGISTERED HOLDERS OF UBS-CITIGROUP COMMERCIAL MORTGAGE TRUST 2011-C1, COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2011-C1, or its successors or assigns (the "Lender") made to the Borrower remains outstanding. The limited liability company will be prohibited from incurring indebtedness of any kind except in its capacity as the sole manager of, and holder of a 0.5% membership interest in, the Borrower for the mortgage loan and other indebtedness incurred in favor of the Lender and trade payables in the ordinary course of business.

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IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization on November 27, 2013.

  
\_\_\_\_\_  
Alexander S. Rosemurgy,  
Authorized Representative

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TALLAHASSEE FLORIDA

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is Addison Park Manager, LLC.

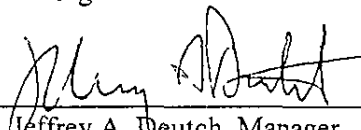
SECOND -- The name and address of the registered agent and office is:

BCRA, LLC  
7777 Glades Road, Suite 300  
Boca Raton, FL 33434

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.

Signed November 27, 2013.

BCRA, LLC,  
Registered Agent

By:   
Jeffrey A. Deutch, Manager

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