

L13000174229

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

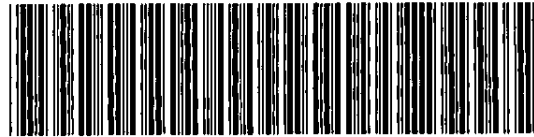
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
13 DEC -9 PM 1:59

FILED
13 DEC 17 AM 10:06
TALLAHASSEE, FLORIDA

1 Burch DEC 18 2013

f



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 913637 80749B

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 150.00

ORDER DATE : December 9, 2013

ORDER TIME : 4:38 PM

ORDER NO. : 913637-005

CUSTOMER NO: 80749B

FOREIGN FILINGS

NAME: MARFRE, L.L.C.

XX CERTIFICATE OF CONVERSION
XX ART OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX ____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 10, 2013

CSC
ATTN: SUSIE KNIGHT

SUBJECT: MARFRE HOLDINGS L.L.C.
Ref. Number: L13000146361

We have received your document for MARFRE HOLDINGS L.L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because Chapters 607, 608, and 620, Florida Statutes, require the certificate of conversion and the documentation forming the resulting Florida business entity be filed simultaneously, the enclosed certificate of conversion cannot be filed. Our records reflect the documentation forming the resulting Florida business entity was previously filed with this office. Therefore, we are enclosing the form and instructions for filing a merger.

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

Tim Burch
Regulatory Specialist II

Letter Number: 513A00028028

913637



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 16, 2013

RESUBMIT

CSC
ATTN: SUSIE KNIGHT

SUBJECT: MARFRE HOLDINGS, L.L.C.
Ref. Number: W13000068485

We have received your document for MARFRE HOLDINGS, L.L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

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.

Tim Burch
Regulatory Specialist II

Letter Number: 913A00028482

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DEPARTMENT OF STATE
13 DEC 17 AM 10:46



Earl D. Farr (1900-1988)
Earl Drayton Farr, Jr. (1926-2010)

99 Nesbit Street, Punta Gorda, FL 33950 • 941.639.1158 phone • 941.639.0028 fax
33 S. Indiana Ave., Englewood, FL 34223 • 941.460.9334 phone • 941.460.9443 fax

Guy S. Emerich, LL.M.*
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Will W. Sunter
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* FL Bar Board Certified in Wills, Trusts & Estates
** FL Bar Board Certified in Real Estate
† FL Bar Board Certified in Marital & Family Law
and Certified Family Law Mediator
‡ Certified Circuit Court mediator

December 16, 2013

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

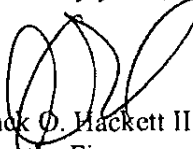
Re: Marfre Holdings L.L.C.

Dear Division of Corporations:

Marfre Holdings L.L.C. has no intention of revoking its dissolution under document number L13000146361.

Thank you for your time and attention in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely yours,



Jack O. Hackett II
For the Firm

JOH/jmj
031456.0001.35

CERTIFICATE OF CONVERSION

OF

**MARFRE, L.L.C.
("Other Business Entity")**

TO

**MARFRE HOLDINGS L.L.C.
(Florida Limited Liability Company)**

FILED
13 DEC 17 AM 10:06
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, being the Managers of MARFRE, L.L.C., a New Jersey Limited Liability Company (the "Company"), hereby execute this Certificate of Conversion of the Company in compliance with Florida Statutes § 608.439, and hereby certify as follows:

1. The name of the Company immediately prior to the filing of this Certificate of Conversion is MARFRE, L.L.C.
2. The Company is a New Jersey limited liability company, first organized, formed or incorporated under the laws of the State of New Jersey on June 18, 2003.
3. The jurisdiction of the Company was not changed after its initial organization as referenced above.
4. The Company exists on the official records of New Jersey, Entity ID number 0600173712.
5. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is MARFRE HOLDINGS L.L.C.
6. The date the conversion is effective under the laws of New Jersey is the date this Certificate of Conversion is filed.
7. The conversion is permitted by the New Jersey Revised Uniform Limited Liability Company Act, effective March 18, 2013.
8. A plan of domestication was consented to by all the Members of the Company.
9. The Company elects to be subject to the Florida Revised Limited Liability Company Act, chapter 605, Florida Statutes (the "Revised Act"), beginning on January 1, 2014, the effective date of the Revised Act.

10. The effective date of this Certificate of Conversion is the date of filing.

IN WITNESS WHEREOF, the undersigned hereby execute this Certificate of Conversion as of the 6th day of December, 2013.

MARFRE, L.L.C.,
a New Jersey Limited Liability Company

By: Frederick D. Moran
Frederick D. Moran, Manager

By: Marilyn Moran
Marilyn Moran, Manager

The foregoing Certificate of Conversion is submitted to convert Marfre, L.L.C., a New Jersey limited liability company, to Marfre Holdings L.L.C., a Florida limited liability company, in accordance with Section 608.439, Florida Statutes.

IN WITNESS WHEREOF, the undersigned hereby executes this Certificate of Conversion as of the 6th day of December, 2013.

MARFRE HOLDINGS L.L.C., a Florida
limited liability company

By: Jack O. Hackett II
Jack O. Hackett II
Its authorized representative

THE INDIVIDUALS SIGNING ABOVE AFFIRM 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.

FILED
DEC 17 AM 10:06
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I — Name:

The name of the Limited Liability Company is:

MARFRE HOLDINGS L.L.C.

ARTICLE II — Address:

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

Street Address: MARFRE HOLDINGS L.L.C.
99 Nesbit Street
Punta Gorda, FL 33950

Mailing Address: MARFRE HOLDINGS L.L.C.
c/o Jack O. Hackett II, Esquire
Farr, Farr, Emerich, Hackett and Carr, P.A.
99 Nesbit Street
Punta Gorda, Florida 33950

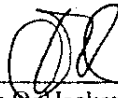
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13 DEC 17 AM 10:06
TALLAHASSEE, FLORIDA

ARTICLE III — Registered Agent, Registered Office, & Registered Agent's Signature:

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

Jack O. Hackett II, Esquire
Farr, Farr, Emerich, Hackett and Carr, P.A.
99 Nesbit Street
Punta Gorda, Florida 33950

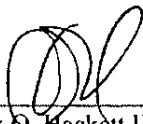
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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



Jack O. Hackett II, Registered Agent

ARTICLE IV — Management

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company with the initial managers being: Frederick D. Moran and Marilyn Moran, 52 Bog & Vly Lane, Post Office Box 665, Lincoln Park, NJ 07035 .



Jack O. Hackett II, Authorized Representative of Members

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)