

L14000005338

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

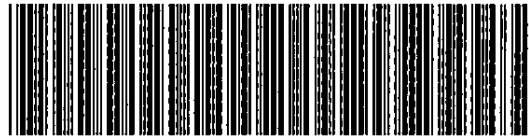
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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12/31/13--01024--010 \*\*125.00

12/31/13--01024--011 \*\*25.00

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2013 DEC 31 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 10 2013

T. HAMPTON

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** American Federal Properties, Ltd.  
Name of Florida Partnership

The enclosed Certificate of Conversion and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

J. Jacob R. Peek

Contact Person

Driver, McAfee, Peek & Hawthorne, P.L.

Firm/Company

One Independent Drive, Suite 1200

Address

Jacksonville, FL 32202

City, State and Zip Code

jpeek@dmphlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

J. Jacob R. Peek

Name of Contact Person

at ( 904 )

807-8210

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$33.75 Filing Fee  
and Certificate of  
Status

☐ \$77.50 Filing Fee  
and Certified Copy

☐ \$86.25 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**DMP&H**  
**DRIVER • MCAFEE**  
**PEEK & HAWTHORNE**

J. Jacob R. Peek  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202

P (904) 807-8210  
F (904) 301.1279  
jpeek@dmphlaw.com

December 30, 2013

**VIA FEDERAL EXPRESS**

Carolyn  
Department of State  
Division of Corporations, Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301  
(850) 245-6050

Re: American Federal Properties, Ltd. (the "Partnership")

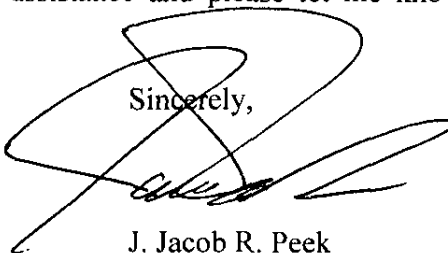
Dear Carolyn:

Last week you spoke with my paralegal, Jeannette, regarding the conversion of the Partnership into American Federal Properties, LLC (the "Company") and the subsequent merger. I enclose the following documents for filing. Please file the documents in the order indicated with an effective date of December 31, 2013:

1. Conversion Certificate – the Partnership converting into the Company,
2. Articles of Organization for the Company. I also enclose two notarized letters, one from the Partnership and one from American Federal Properties, Inc., addressing the duplicate name issue,
3. Certificate of Merger – American Federal Properties, Inc., Town Center 1, LLC, Town Center 2, LLC and Town Center 3, LLC with and into the Company, and
4. Articles of Organization for SG3 Holdings, LLC.

Please send all filing confirmations for the above transactions in the enclosed Federal Express envelope. Thank you for your assistance and please let me know if you have any questions.

Sincerely,

  
J. Jacob R. Peek

Enclosures

# AMERICAN FEDERAL PROPERTIES, INC.

December 30, 2013

## DELIVERED VIA FEDERAL EXPRESS

Florida Department of State  
New Filing Section Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

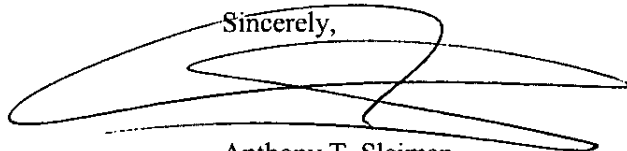
RE: American Federal Properties, Inc. (P95000057608)

To Whom It May Concern:

I am writing regarding American Federal Properties, Inc. (the "Corporation") and the conversion of American Federal Properties, Ltd. (the "Partnership"). The Corporation and the Partnership have the same principals. As President of the Corporation, I hereby request that you authorize the conversion of the Partnership to a limited liability company and its subsequent registration with the name American Federal Properties, LLC.

Thank you and please let me know if you have any questions.

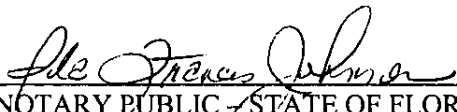
Sincerely,



Anthony T. Sleiman  
President

STATE OF FLORIDA  
COUNTY OF DUVAL

The Letter above was acknowledged before me this 30<sup>th</sup> day of December, 2013, by Anthony T. Sleiman, an individual residing in the State of Florida. He is ✓ personally known to me,     produced a current Florida or     Driver's License, or     as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires: 12/19/17



# AMERICAN FEDERAL PROPERTIES, LTD.

December 30, 2013

## DELIVERED VIA FEDERAL EXPRESS

Florida Department of State  
New Filing Section Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: American Federal Properties, Ltd. (A98000000949)

To Whom It May Concern:

I am writing regarding the conversion of American Federal Properties, Ltd. (the "Partnership") to a limited liability company pursuant to the documents attached hereto, and its subsequent registration with the name American Federal Properties, LLC (the "Company"). American Federal Properties, Inc., (the "Corporation"), the Company and the Partnership have the same principals. As President of the Corporation, the general partner of the Partnership, I hereby request that you authorize the conversion of the Partnership and the formation of the Company with the name American Federal Properties, LLC.

Thank you and please let me know if you have any questions.

Sincerely,

**GENERAL PARTNER:**

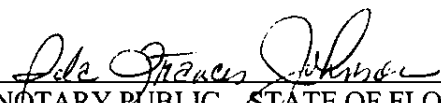
AMERICAN FEDERAL PROPERTIES, INC.,  
a Florida corporation

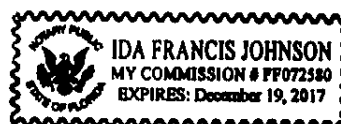
By: 

Anthony T. Sleiman, President

STATE OF FLORIDA  
COUNTY OF DUVAL

The Letter above was acknowledged before me this 30<sup>th</sup> day of December, 2013, by Anthony T. Sleiman, an individual residing in the State of Florida. He is ☒ personally known to me, ☐ produced a current Florida or \_\_\_\_\_ Driver's License, or \_\_\_\_\_ as identification.

  
NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires: 12/19/17



**CERTIFICATE OF CONVERSION  
FOR AMERICAN FEDERAL PROPERTIES, LTD.  
INTO AMERICAN FEDERAL PROPERTIES, LLC**

The undersigned, being the general partner of American Federal Properties, Ltd., a Florida limited partnership, and the authorized representative of American Federal Properties, LLC, a Florida limited liability company, pursuant to Sections 608.439 and 620.2102, Florida Statutes, does hereby submit the following Certificate of Conversion:

**ARTICLE I – PARTNERSHIP NAME**

The name of the limited partnership is American Federal Properties, Ltd. (the “Partnership”).

**ARTICLE II – FORMATION AND EXISTENCE**

The Partnership’s Certificate of Limited Partnership was filed with the Secretary of State of the State of Florida and became effective on April 10, 1998. The Partnership was assigned document number A98000000949. The Partnership currently exists in the records of the Secretary of State of the State of Florida.

**ARTICLE III – EFFECTIVE DATE**

This Certificate of Conversion is effective upon filing with the Secretary of State of the State of Florida.

**ARTICLE IV – LIMITED LIABILITY COMPANY NAME**

The name of the limited liability company set forth in the Articles of Organization attached hereto as Exhibit A (the “Articles of Organization”) is American Federal Properties, LLC (the “Company”).

**ARTICLE V – COMPLIANCE WITH LAWS**

The conversion of the Partnership into the Company is permitted by the laws applicable to the Partnership and this conversion complies with such laws and the requirements of Sections 608.439 and 620.2102, Florida Statutes.

**ARTICLE VI -- ADOPTION OF CERTIFICATE OF CONVERSION**

This Certificate of Conversion was adopted and approved, and its filing authorized, by the unanimous written consent of the Partnership’s general partner and limited partners on December 30, 2013.

Prepared by:  
Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
(904) 301-1269

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII -- ADOPTION OF CERTIFICATE OF CONVERSION AND ARTICLES OF  
ORGANIZATION

This Certificate of Conversion and the Articles of Organization were adopted and approved, and their filing authorized, by the undersigned authorized representative of the Company on December 30, 2013 and the undersigned affirms that the facts stated herein and in the Articles of Organization are true.

**IN WITNESS WHEREOF**, the undersigned general partner of the Partnership and authorized representative of the Company has executed this Certificate of Conversion as of December 30, 2013 on behalf of the Partnership and the Company affirming that the facts stated herein are true.

AMERICAN FEDERAL PROPERTIES, INC.  
a Florida corporation

By: 

Anthony T. Sleiman, President

FILED

2013 DEC 31 PM 12:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**JOINDER TO THE  
CERTIFICATE OF CONVERSION  
FOR AMERICAN FEDERAL PROPERTIES, LTD.  
INTO AMERICAN FEDERAL PROPERTIES, LLC**

**IN WITNESS WHEREOF**, the undersigned Manager of American Federal Properties, LLC (the "Company") has executed this Joinder to the Certificate of Conversion effective as of December 30, 2013 on behalf of the Company affirming that the facts stated in the Certificate of Conversion are true.

AMERICAN FEDERAL PROPERTIES, LLC

BY: AMERICAN GENERAL PROPERTIES, LLC  
Its Manager

By: \_\_\_\_\_

Eli T. Sleiman, Jr., Vice President

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2013 DEC 31 PM 12:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by:  
Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
(904) 301-1269



**EXHIBIT A**

Articles of Organization

See attached.

FILED

2013 DEC 31 PM 12:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
AMERICAN FEDERAL PROPERTIES, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is American Federal Properties, LLC (the "Company").

**ARTICLE II - ADDRESS**

The street address of the principal office and the mailing address of the Company are:

1 Sleiman Parkway, Suite 270  
Jacksonville, Florida 32216

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE**

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

**ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY**

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (a) designates 1 Sleiman Parkway, Suite 270, Jacksonville, Florida 32216 as the street address of the Company's registered office, and (b) names Robert K. White, as the Company's registered agent at that address to accept service of process within the State of Florida.

#### ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

#### ARTICLE VIII - INDEMNIFICATION

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or manager within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (a) shall create no rights in the persons eligible for indemnification or advancement of expenses and (b) shall create no obligations of the Company relating thereto.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30<sup>th</sup> day of December, 2013.

AMERICAN FEDERAL PROPERTIES, INC.  
a Florida corporation,  
the Company's authorized representative

By: 

Anthony T. Sleiman, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

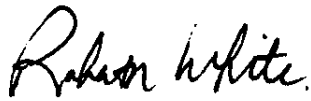
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### ACCEPTANCE OF REGISTERED AGENT

The undersigned (a) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (b) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: December 30, 2013

  
\_\_\_\_\_  
Robert K. White, Individually

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA