

L14000085838

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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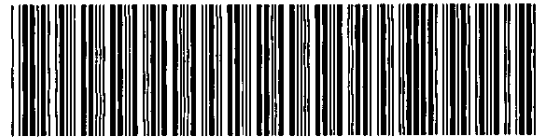
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2014 JUL 10 PM 4:26  
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2014 JUL 10 AM 9:55  
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JUL 11 2014  
D. BRUCE

CORP DIRECT 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: EDGEWATER MIAMI PARTNERS LLC (FL) converting to EDGEWATER MIAMI PARTNERS/  
LLC (DE)

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |

☒ OTHER: ARTICLES OF CONVERSION

STATE FEES PREPAID WITH CHECK # 70023415 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

FILED  
2014 JUL 10 AM 9:55  
TALLAHASSEE FLORIDA  
CLERK OF DISTRICT COURT

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

The undersigned, being duly authorized, on behalf of **EDGEWATER 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 **EDGEWATER MIAMI PARTNERS LLC**.
2. The Converting Entity was first formed under the laws of the State of Florida on May 28, 2014.
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 **EDGEWATER 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 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 **EDGEWATER MIAMI PARTNERS LLC** shall be 314 Clematis Street, Suite 200, West Palm Beach, Florida 33401.

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JUL 10 2014  
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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]*

**FILED**  
2014 JUL 10 AM 9:55  
TAMARA J. DE VRIES  
CLERK OF THE COURT  
FLORIDA

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

**EDGEWATER MIAMI PARTNERS LLC**

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

**FILED**

2014 JUL 10 AM 9:55

CLERK OF DISTRICT COURT  
NORTH DAKOTA