

L14000162121

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(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

10/16/14

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SECRETARY OF STATE  
16 OCT 16 10 42 AM  
TALLAHASSEE, FLORIDA

FILED  
14 OCT 16 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

64  
10/17/14



October 16, 2014

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 9314558 SO  
Customer Reference 1: 698134/KBH Partnership  
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

KMDG-403 VONDERBURG, LLC (FL)  
Misc - Domestic LLC Filing - Conversion Filing  
Florida *LLC Formation*  
KMDG-403 VONDERBURG, LLC (FL)  
Obtain Document - Misc - Certified Copy  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

Articles of Conversion

For

"Other Business Entity"

Into

Florida Limited Liability Company

The Articles of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s. 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:

KBH PARTNERSHIP, LLP

2. The "Other Business Entity" is a Florida Limited Liability Partnership

First organized, formed or incorporated under the laws of Florida on August 5, 2009.

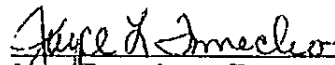
2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

KMDG - 403 VONDERBURG, LLC

3. The Articles of Conversion are effective on October 16, 2014.

5. The plan of conversion was approved by the converting Florida Limited Liability Partnership in accordance with Chapter 620, F.S.

SIGNED THIS 16<sup>th</sup> DAY OF OCTOBER, 2014.

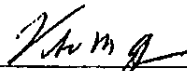


Joyce Tomecko, as Trustee of the KMDG 2009 Trust, a General Partner of the above-named Florida limited liability partnership

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Vitauts M. Gulbis, as Authorized Representative of KMDG - 403 VONDERBURG, LLC

**ARTICLES OF ORGANIZATION  
OF  
KMDG – 403 VONDERBURG, LLC**

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The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the Company shall be: **KMDG – 403 VONDERBURG, LLC.**

**ARTICLE II  
ADDRESS AND PLACE OF BUSINESS**

The address of the principal office and the mailing address of this Company shall be:

**Principal Office**

403 Vonderburg Drive  
Suite 101  
Brandon, Florida 33511

**Mailing Address**

P.O. Box 2677  
Brandon, FL 33509

**ARTICLE III  
EFFECTIVE DATE AND PERIOD OF DURATION**

The effective date of these Articles shall be October 16, 2014. The period of duration of the Company shall be perpetual.

**ARTICLE IV  
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

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**ARTICLE V  
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the managers and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the managers. The members may appoint one or more managers and grant them such authority as specifically provided by statute or by the Operating Agreement. The initial manager shall be **JOYCE TOMECKO, AS TRUSTEE OF THE KMDG 2009 TRUST**.

**ARTICLE VI  
RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VII  
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

**ARTICLE VIII  
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is **510 Vonderburg Drive, Suite 302**, and the name of its initial registered agent is **Reed C. Fischbach**. The Company may change its registered office or its registered agent or both by filing with the

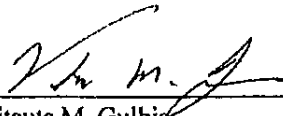
*Articles of Organization*  
**KMDG – 403 VONDERBURG, LLC**

Department of State of the State of Florida a statement complying with Section 605.113, Florida Statutes.

**ARTICLE X  
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **KMDG – 403 VONDERBURG, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

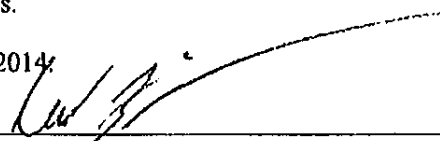
**IN WITNESS WHEREOF**, the undersigned authorized representative has executed these Articles of Organization this 16<sup>th</sup> day of October, 2014.

  
\_\_\_\_\_  
Vitauts M. Gulbis  
Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of **KMDG – 403 VONDERBURG, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations set forth in Section 605.113, Florida Statutes.

**EXECUTED** this 16<sup>th</sup> day of October, 2014.

  
\_\_\_\_\_  
Reed C. Fischbach

EFFECTIVE DATE DATE 10/16/14

**FILED**  
**14 OCT 16 AM 10:20**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA