

215000134825

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

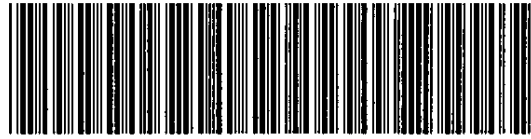
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

AUG 10 2015

T. SCOTT



900275601289

08/05/15--01010--007 \*\*185.00

15 AUG -5 AM 9:11

**JOHN A. JABRO, ESQUIRE**

90311 Overseas Highway, Suite B  
Tavernier, Florida 33070  
305/852-9233  
FAX 305/852-0686

WORLD WIDE WEB  
[www.jabro.com](http://www.jabro.com)

Of Counsel  
Robert E. Turffs, Esq.  
Dennis N. Urbano, Esq.

E-MAIL  
[jjabro@aol.com](mailto:jjabro@aol.com)

August 4, 2015

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

*Re: Key West Seaport, Inc. conversion, pursuant to  
Section 607.1113, Florida Statutes.*

Dear Sir or Madame:

Please find enclosed the completed and signed Certificate of Conversion for Key West Seaport, Inc. to Key West Seaport, LLC. Also enclosed is the required check in the amount of \$185.00 made payable to your office.

If I may provide any further information, please contact me immediately.

Very truly yours,



John A. Jabro

JAJ/jr  
CC: Client  
Enclosures

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Key West Seaport, Inc.  
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

John A. Jabro, Esq.  
(Contact Person)

John A. Jabro, Attorney and Counselor at Law  
(Firm/Company)

90311 Overseas Highway Suite B  
(Address)

Tavernier Florida 33070  
(City, State and Zip Code)

Jabro@aol.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

John A. Jabro, Esq. at ( 305 ) 852-9233  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input checked="" type="checkbox"/> \$185.00 Filing Fees, 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

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:

Key West Seaport, Inc. - M93164  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation.

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on 08/08/1988  
(date of organization, formation or incorporation)

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

Key West Seaport, LLC  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: August 5, 2015.

(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 3<sup>RD</sup> day of AUGUST 20 15.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Paul Worthington

Printed Name: Paul Worthington

Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: Paul Worthington

Printed Name: Paul Worthington

Title: President

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Key West Seaport, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

## ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

202 R. William Street  
Key West, Florida 33040

## ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

John A. Jabro, Esq.  
Name

90311 Overseas Highway Suite B  
Florida street address (P.O. Box NOT acceptable)

Tavernier FL 33070  
City Zip

*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 605, F.S..*

[Signature]  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

15 AUG - 5 AM 9:11

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

MGR

AMBR

AMBR

Name and Address:

Paul Worthington  
35 Cypress Avenue  
Key West, FL 33040

Evelina Worthington  
35 Cypress Avenue  
Key West, FL 33040

Francis H. Muldoon, JR.  
105 Key Haven Road  
Key West, FL 33040

Jacques Depart  
1148 Circle Drive  
Tallahassee, FL 32301

(Use attachment if necessary)

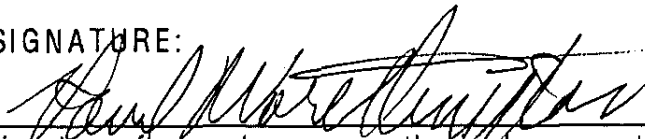
ARTICLE V: Effective date, if other than the date of filing: \_\_\_\_\_, (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.  
I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Paul Worthington

Typed or printed name of signee

Filing Fees

\$ 125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)