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(City/State/Zip/Phone #)

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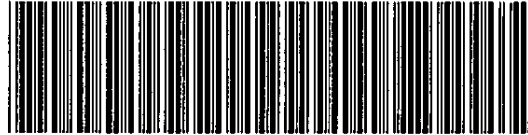
\_\_\_\_\_  
(Business Entity Name)

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

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PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

**FISHER, TOUSEY, LEAS & BALL**  
ATTORNEYS AT LAW

October 9, 2015

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Conversion – Jacksonville Hospitality Holdings, L.P. to  
Jacksonville Hospitality Holdings, LLC

To Whom It May Concern:

On behalf of our client, Jacksonville Hospitality Holdings, enclosed please find original Articles of Conversion and Articles of Organization converting Jacksonville Hospitality Holdings, L.P., a Delaware limited partnership, to Jacksonville Hospitality Holdings, LLC, a Florida limited liability company. Also enclosed is a check made payable to the Florida Department of State for \$150.00 which represents the required fee.

Please forward confirmation of the filing to my attention at the Jacksonville address. If you have any additional questions, please contact me at (904) 356-2600 ext. 368.

Sincerely,

A handwritten signature in black ink, appearing to read "Jill C. McPherson".

Jill C. McPherson, FRP  
Paralegal

Enclosures  
563284

**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:  
Jacksonville Hospitality Holdings, L.P.

(Enter Name of Other Business Entity)

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

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

First organized, formed or incorporated under the laws of Delaware  
on May 10, 1994

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

May 10, 1994  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
Jacksonville Hospitality Holdings, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.

(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.)

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

Signed this 9<sup>th</sup> day of October 20 15.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: Marvin C. Kloeppel  
Printed Name: Marvin C. Kloeppel Title: Authorized Representative

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

Signature: Marvin C. Kloeppel  
Printed Name: Marvin C. Kloeppel Title: Authorized Representative

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:

Jacksonville Hospitality Holdings, 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:

4110 Southpoint Boulevard  
Suite 104  
Jacksonville, Florida 32216

#### Mailing Address:

4110 Southpoint Boulevard  
Suite 104  
Jacksonville, Florida 32216

### 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:

Fisher, Tousey, Leas & Ball, P.A.

Name

818 North A1A, Suite 104

Florida street address (P.O. Box **NOT** acceptable)

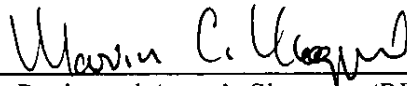
Ponte Vedra Beach

City

FL 32082

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.*



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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**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

**Name and Address:**

Robert Van Winkel

13765 Harbor Creek Place

Jacksonville, FL 32224

MGR

David J. Muyres

2412 Stockton Drive

Fleming Island, FL 32003

(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.)

**ARTICLE VI:** Other provisions, if any.

**REQUIRED SIGNATURE:**

Marvin C. Kloeppe

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

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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.)

Marvin C. Kloeppe Authorized Representative

Typed or printed name of signer

**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)**