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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

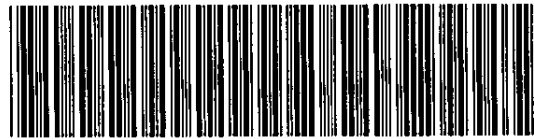
(Document Number)

Certified Copies _____

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W17-1645

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17 FEB 28 AM 10:12

FILED

T. BURCH

FEB 28 2017

ROBERT A. HEekin
ATTORNEY AT LAW

1 SLEIMAN PARKWAY
SUITE 280
JACKSONVILLE, FLORIDA 32216

(904) 636-9777
FAX (904) 636-5665
ROB@HEEKINLAW.COM

February 23, 2017

Overnight Delivery

Division of Corporations
Attention: New Filing Section
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Conversions for Jacksonville Beach Investments and Beach Kernan Investments.

Dear New Filing Section:

Enclosed are the following documents to convert the above two entities from a partnership to a limited liability company:

For Jacksonville Beach Investments LLC:


Cover letter to Division of Corporations;
Two counterpart originals of the Articles of Conversion;
Two counterpart originals of the Articles of Organization for Jacksonville Beach Investments, LLC; and
A \$185.00 check to cover the filing fees, Certificate of Status and Certified copy for this entity.

For Beach Kernan Investments, LLC:

Cover letter to Division of Corporations;
Two counterpart originals of the Articles of Conversion;
Two counterpart originals of the Articles of Organization for Beach Kernan Investments, LLC; and
A \$185.00 check to cover the filing fees, Certificate of Status and Certified copy for this entity.

I have also included a return overnight package (for our copies) so that this process can be expiated. Please let me know if you have any questions regarding this package.

Sincerely,


Barbara Humphrey, CLA, FRP
Florida Registered Paralegal

BH/
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Jacksonville Beach Investments, LLC
(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:

Barbara Humphrey

(Contact Person)

Law Office of Robert A. Heekin

(Firm/Company)

1 Sleiman Parkway, Suite 280

(Address)

Jacksonville, Florida 32216

(City, State and Zip Code)

fjohnson@sleiman.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Barbara Humphrey

(Name of Contact Person)

at (904) 636-9777 ex 2

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☒ \$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

February 27, 2017

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


Ladies and gentlemen:

Jacksonville Beach Investments, LP LTD, a Georgia limited liability limited partnership authorized to transact business in Florida, is a general partner and 50% owner of the Florida general partnership known as "Jacksonville Beach Investments," Florida general partnership registration number GP0900001069.

Jacksonville Beach Investments, LP LTD hereby authorizes the use of the name "Jacksonville Beach Investments, LLC" for the conversion of Jacksonville Beach Investments, a Florida general partnership, to a Florida limited liability company.

Thank you.

Jacksonville Beach Investments, LP LTD,
By: Retail Planning Corporation, its General Partner

By: 
G. Owen Brown, its President

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 Beach Investments

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a general 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 Florida
on May 5, 1994
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Jacksonville Beach Investments, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: N/A.
(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.

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17 FEB 28 AM 10:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

Signed this 6th day of February 20 17.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: G. Owen Brown Title: President, Retail Planning Corporation, sole manager of
Jacksonville Beach Investments, LLC (new LLC)

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

Signature: [Signature]
Printed Name: G. Owen Brown Title: President, Retail Planning Corporation, general partner of
Jacksonville Beach Investments, LLLP, general partner of
Jacksonville Beach Investment (Other Business Entity)

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)

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17 FEB 28 AM 11:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Jacksonville Beach Investments, 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:

1 Sleiman Parkway, Suite 270

Jacksonville, Florida 32216

Mailing Address:

1 Sleiman Parkway, Suite 270

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:

Robert K. White

Name

1 Sleiman Parkway, Suite 270

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

Jacksonville

FL

32216

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..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

FILED
17 FEB 28 2013
CLERK OF STATE
TALLAHASSEE, FLORIDA

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:

Retail Planning Corporation

35 Johnson Ferry Road

Marietta, GA 30068

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: N/A. (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.

None

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.

G. Owen Brown, President, Retail Planning Corporation

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)