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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

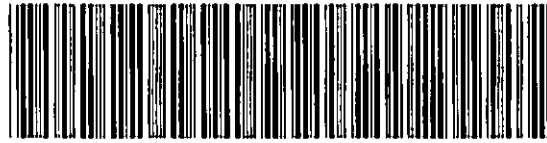
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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17 OCT 23 AM 8:45  
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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** FEER Property II 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:

Robert Ledoux  
\_\_\_\_\_  
(Contact Person)

Florida East Coast Railway, LLC  
\_\_\_\_\_  
(Firm/Company)

7411 Fullerton Street, Suite 300  
\_\_\_\_\_  
(Address)

Jacksonville, FL 32256  
\_\_\_\_\_  
(City, State and Zip Code)

sandy.kelley@feerwy.com  
\_\_\_\_\_  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Sandy Kelley at (904) 538-6091  
\_\_\_\_\_  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

- \$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:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filing 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:  
FEC Property II LLC

\_\_\_\_\_  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a \_\_\_\_\_ limited liability company  
(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  
(Enter state, or if a non-U.S. entity, the name of the country)

on \_\_\_\_\_ 6-21-2017  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
FEER Property II LLC

\_\_\_\_\_  
(Enter Name of Florida Limited Liability Company)

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

**(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)**

**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.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

17 OCT 20 AM 8:46  
FILED  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

Signed this 16th day of October 2017

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

Signature of Authorized Representative: Robert Ledoux  
Printed Name: Robert Ledoux Title: SVP

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

Signature: Robert Ledoux  
Printed Name: Robert Ledoux Title: SVP

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)

17 OCT 20 AM 8:46  
OFFICE OF THE CLERK OF THE SUPREME COURT OF FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

FECR Property II LLC

(Must contain 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:**

7411 Fullerton Street, Suite 300  
Jacksonville, Florida 32256

**Mailing Address:**

7411 Fullerton Street, Suite 300  
Jacksonville, Florida 32256

**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 Ledoux  
Name

7411 Fullerton Street, Suite 300  
Florida street address (P.O. Box **NOT** acceptable)

Jacksonville                      FL 32256  
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)

17 OCT 20 AM 8:46  
OFFICE OF THE CLERK OF THE SUPREME COURT  
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:**

James R. Hertwig  
7411 Fullerton Street, Suite 300  
Jacksonville, FL 32256

Mgr

Robert Ledoux  
7411 Fullerton Street, Suite 300  
Jacksonville, FL 32256

Mgr

Melissa Westerman  
7411 Fullerton Street, Suite 300  
Jacksonville, FL 32256

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

17 OCT 20 10:08:46  
ARTICLE OF ORGANIZATION

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**REQUIRED SIGNATURE:**

*Robert Ledoux*

**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.

Robert Ledoux

\_\_\_\_\_  
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)**