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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

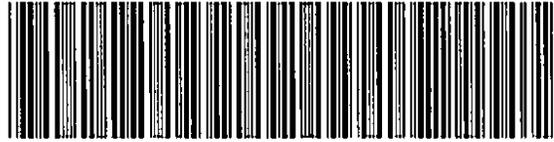
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18 DEC 13 AM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

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

**SUBJECT:** Alexandria North Terminal LLC

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert Alexandria North Terminal LLC, a Delaware limited liability company, into Alexandria North Terminal LLC, a Florida limited liability company, in accordance with s. 605.1045, Florida Statutes.

Please return all correspondence concerning this matter to:

Kathleen D. Rooney  
Rooney Properties, LLC  
3330 Washington Blvd., Suite 220  
Arlington, Virginia 22201  
Email Address: KDRooney@rooneyholdings.com

For further information concerning this matter, please call Dee Replogle at (405) 552-2261.

Enclosed is a check for the following amount: \$150.00 + 30<sup>00</sup> Certified Copy

Mailing Address:  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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18 DEC 13 AM 3:53  
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TALLAHASSEE, FLORIDA

**COVER LETTER**

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

**SUBJECT:** ALEXANDRIA NORTH TERMINAL 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:

Kathleen D. Rooney  
(Contact Person)

Rooney Properties, LLC  
(Firm/Company)

3330 Washington Blvd., Suite 220  
(Address)

Arlington, VA 22201  
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Dee Replogle at ( 405 ) 552-2261  
(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

**FILED**  
**18 DEC 13 AM 3:53**  
 SECRETARY OF STATE  
 TALLAHASSEE, FL 32301

**ARTICLES OF CONVERSION**  
For  
**ALEXANDRIA NORTH TERMINAL LLC,**  
a Delaware limited liability company  
Into  
**ALEXANDRIA NORTH TERMINAL LLC,**  
a Florida limited liability company

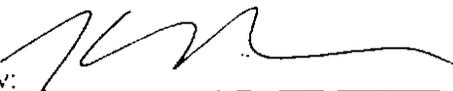
These Articles of Conversion and attached Articles of Organization are submitted to convert Alexandria North Terminal LLC, a Delaware limited liability company (the "Converting LLC"), into Alexandria North Terminal LLC, a Florida limited liability company (the "Converted LLC"), in accordance with s.605.1045, Florida Statutes.

1. The name of the Converting LLC immediately prior to the filing of these Articles of Conversion is Alexandria North Terminal LLC.
2. The Converting LLC is a limited liability company first formed under the laws of the State of Delaware on September 17, 2013.
3. The name of the Converted LLC as set forth in the **attached Articles of Organization** is Alexandria North Terminal LLC, a Florida limited liability company.
4. The conversion has been approved by the Converting LLC in accordance with the laws of the State of Delaware and by the sole member of the Converting LLC that, as a result of the conversion, will have interest holder liability under s. 605.1043(1)(b), Florida Statutes.
5. The Converted LLC 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, Florida Statutes.
6. These Articles of Conversion shall be effective upon filing.

Signed this 11 day of December, 2018

ALEXANDRIA NORTH TERMINAL  
LLC, a Delaware limited liability company

By: ROONEY PROPERTIES, LLC,  
Manager

  
By: \_\_\_\_\_

Kathleen D. Rooney, Manager

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
ALEXANDRIA NORTH TERMINAL LLC**

The undersigned, for the purpose of forming a limited liability company under the provisions of the Florida Revised Limited Liability Company Act (the "Act") and a Plan of Conversion, adopts the following Articles of Organization:

**ARTICLE I  
Name**

The name of the limited liability company is Alexandria North Terminal LLC (the "Company").

**ARTICLE II  
Address**

The street and mailing address of the Company's principal office is 3330 Washington Blvd., Suite 220, Arlington, Virginia 22201.

**ARTICLE III  
Registered Agent, Registered Office & Registered Agent's Signature**

The name and Florida street address of the registered agent are Manhattan Construction (Florida), Inc., c/o Kathleen D. Rooney, 3705-1 Westview Drive, Naples, Florida 34104.

*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, Florida Statutes.*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

IN WITNESS WHEREOF, the undersigned signs this document on this 11 day of December, 2018, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

**ROONEY PROPERTIES LLC, Manager**

By:   
\_\_\_\_\_  
Kathleen D. Rooney, Manager

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