

L200000178097

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

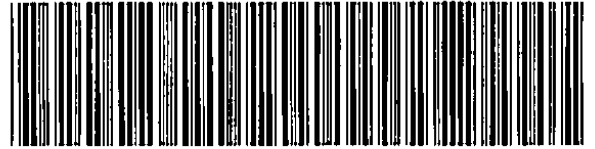
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700346755987

06/22/20--01027--031 **150.0

2020 JUN 22 AM 7:44
STATE
CLERK

JF

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: NSHE Fontana, 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:

Kathryn P. Jones, Esq.

(Contact Person)

ForsterBoughman

(Firm/Company)

2200 Lucien Way, Suite 405

(Address)

Maitland, FL 32751

(City, State and Zip Code)

mroper@bellroperlaw.com

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

For further information concerning this matter, please call:

Kathryn P. Jones

at (407)

255-2055

(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
NSHE FONTANA, LLC, AN ARIZONA LIMITED LIABILITY COMPANY
TO
NSHE FONTANA, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

These Articles of Conversion and attached Articles of Organization are submitted to convert the following foreign limited liability company to a Florida limited liability company in accordance with Florida Statutes §605.1045.

1. The name of the foreign limited liability company immediately prior to the filing of the Articles of Conversion is NSHE Fontana, LLC, an Arizona limited liability company (the "Entity"). The Entity was first organized under Arizona law on June 28, 2006.

2. The Entity has been converted to a Florida limited liability company ("LLC"), in compliance with Chapter 605, Florida Statutes and complies with all laws governing Florida limited liability companies.

3. The name of the LLC after the filing of these Articles of Conversion, as set forth in the attached Articles of Organization, is NSHE Fontana, LLC, a Florida limited liability company.

4. The terms pursuant to which the Entity shall convert to the LLC are as set forth in a Plan of Conversion (dated of even date herewith), approved by all members of the Entity in accordance with the law of the Entity's jurisdiction of formation (Arizona) and by each member of the Entity who, as a result of the conversion will have interest holder liability under Florida Statutes § 605.1043(1)(b) and whose approval is required.

5. The effective date of the conversion shall be the date of filing these Articles of Conversion with the Florida Secretary of State.

6. The mailing address and street address of the principal office of the LLC is 2707 East Jefferson Street, Orlando, FL 32803.

7. The LLC shall pay all members having appraisal rights any amount to which they are entitled under Florida Statutes §§605.1006 and 605.1061-605.1072.

8. The LLC may engage in any lawful act or activity for which limited liability companies may be formed under the Act.

DATED this 19th day of June, 2020.

Signature page follows

2020 JUN 22 AM 7:44
CLERK OF THE STATE
OF FLORIDA
TALLAHASSEE, FL

“ENTITY”

NSHE FONTANA, LLC, an Arizona limited liability company

By: BLR, LLC, a Florida limited liability company,
as sole member of NSHE Fontana, LLC, an
Arizona limited liability company

By: Roper Holdeo, LLC, a Florida limited liability company,
as the sole manager of BLR, LLC

By: 

Michael J. Roper, as the sole manager
of Roper Holdeo, LLC

Attach Articles of Organization

**ARTICLES OF ORGANIZATION FOR
NSHE FONTANA, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is NSHE Fontana, LLC.

**ARTICLE II
ADDRESS**

The mailing address the principal office of the Limited Liability Company is 2707 East Jefferson Street, Orlando, FL 32803 and the street address of the principal office of the Limited Liability Company is 2707 East Jefferson Street, Orlando, FL 32803.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its manager and the name and address of the manager of the Limited Liability Company is: Roper Holdco, LLC, 2707 East Jefferson Street, Orlando, FL 32803.

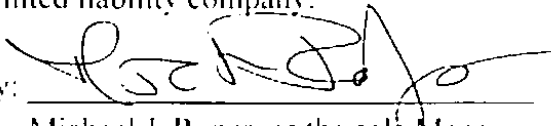
**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 2707 East Jefferson Street, Orlando, FL 32803, and the initial Registered Agent at such address is Michael Roper.

Signature page follows.

IN WITNESS WHEREOF, the undersigned manager affirms that the facts stated herein are true, and the undersigned manager has executed these Articles of Organization this ~~19th~~ day of June, 2020.

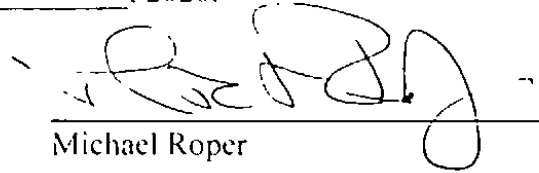
Roper Holdeo, LLC, a Florida limited liability company,
as the sole Manager of NSHE Fontana, LLC, a
Florida limited liability company.

By: 
Michael J. Roper, as the sole Manager
of Roper Holdeo, LLC

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Chapter 605, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 19th day of June, 2020.



Michael Roper

FILED
2020 JUN 22 AM 7:44
CLERK OF THE STATE
TALLAHASSEE, FL