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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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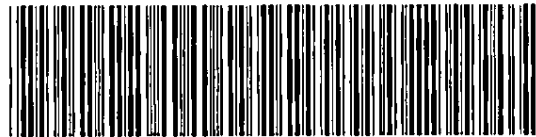
(Business Entity Name)

(Document Number)

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STATE
TALLAHASSEE, FL

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TALLAHASSEE, FLORIDA



COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 05/19/2021

Name: Merritt Walker

Reference #: 1376127

Entity Name: KT SEABREEZE ATLANTIC LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$150

Signature: *MW*

• CORPORATE HQ
COGENCY GLOBAL INC
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
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• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
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103 LEIGHTON RD, CAUSEWAY BAY
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Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

2021 MAY 19 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FL

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:
KT SEABREEZE ATLANTIC LP

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

on August 8, 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**:

KT Seabreeze Atlantic 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.

Signed this 19th day of May 2021.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: /s/ Ryan Mosher
Printed Name: Ryan Mosher Title: Authorized Representative

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

Signature: /s/ Ryan Mosher
Printed Name: Ryan Mosher Title: Manager of The Kolter Group LLC, Manager of
KT Seabreeze GP LLC, General Partner

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
OF
KT SEABREEZE ATLANTIC LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the Limited Liability Company is: KT SEABREEZE ATLANTIC LLC (the "Company").

ARTICLE II – Address:

The street address and the mailing address of the principal office of the Limited Liability Company is:

105 NE 1st Street
Delray Beach, Florida 33444

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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, Corporation Service Company hereby accepts the appointment as registered agent and agrees to act in this capacity. Corporation Service Company further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Corporation Service Company is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.

SECRETARY OF STATE
TALLAHASSEE, FL
2021 MAY 19 PM 1:12

CORPORATION SERVICE COMPANY

/s/ Charlene Sati

BY: _____
Charlene Sati, Asst. Secretary

ARTICLE IV – Management:

The Company shall be manager-managed in accordance with its operating agreement. The name and address of the initial manager are as follows:

The Kolter Group LLC
105 NE 1st Street
Delray Beach, Florida 33444

DATED: May 19, 2021

/s/ Ryan Mosher

Ryan Mosher, Authorized Person

(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

2021 MAY 19 PM 1:12
SECTION 605.0205(3)
FLORIDA STATUTES

ED