

L21000 402160

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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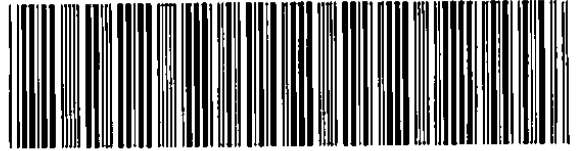
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FL

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TALLAHASSEE, FL

2021 SEP 10 AM 10:53



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115 N CALHOUN ST., STE. 7
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Account#: 120000000088

Date: **September 09, 2021**

Name: **KEN HOWELL**

Reference #: **1472593**

Entity Name: **POCONOS WHISPERING PINES, LLC**

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion ?

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

**ISSUES? CALL
KEN:
518-213-0738**

Authorized Amount: **\$150.00**

Signature: _____

• **CORPORATE HQ**
COGENCY GLOBAL INC
10 E 40 ST, 10 FL
NY, NY 10016
800.221.0102
+1.212.947.7200

• **EUROPEAN HQ**
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY 1821072
6 BELVIS MARKS TRL
LONDON EC3A 7BA
+44 (0)20.3786.1090

• **ASIA PACIFIC HQ**
COGENCY GLOBAL (HK) LIMITED
A HONGKONG LIMITED COMPANY
INFINIUS PLAZA, 12TH FL
199 DES VOEUX RD CENTRAL
HONG KONG
+852.3975.1803

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:
Poconos Whispering Pines, 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 Pennsylvania
(Enter state, or if a non-U.S. entity, the name of the country)

on 12/28/2017
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Poconos Whispering Pines, 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.

SECRETARY OF STATE
TALLAHASSEE, FL
10/03

Signed this 14th day of August 2021.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Jaimie A. Weinberg
Printed Name: Jaimie A. Weinberg Title: Manager

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

Signature: Jaimie A. Weinberg
Printed Name: Jaimie A. Weinberg Title: Manager

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
POCONOS WHISPERING PINES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes, Chapter 605, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be Poconos Whispering Pines, LLC (the "*Company*"). The mailing and street address of the principal office of the Company shall be 3604 Preserve Lane, Miramar Beach, Florida 32550.

ARTICLE II

PURPOSES AND POWERS

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are Matthew E. Weinberg, 3604 Preserve Lane, Miramar Beach, Florida 32550.

ARTICLE IV

ADMISSION OF MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

ARTICLE V

TERMINATION OF EXISTENCE

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE VI

MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The name and address of the manager shall be Jaimie A. Weinberg, 3604 Preserve Lane, Miramar Beach, Florida 32550.

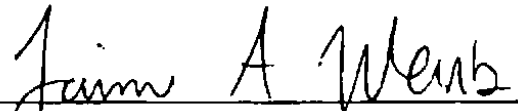
ARTICLE VII

DURATION AND COMMENCEMENT

The Company shall exist perpetually. The Company's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Company's existence shall commence upon filing by the Department of State.

Remainder of Page Intentionally Blank – Signature Page Follows

IN WITNESS WHEREOF, the undersigned made and subscribed these Articles of Organization for the foregoing use and purpose this 14 day of August, 2021.


Jaime A. Weinberg, as Authorized
Representative

RECEIVED
JUL 20 2021
STATE
TALLAHASSEE, FL

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

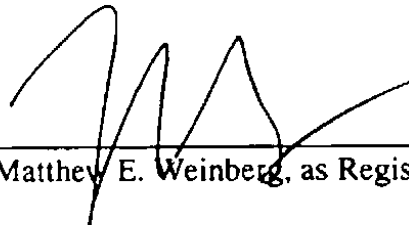
Pursuant to the provisions of the Florida Statutes, Poconos Whispering Pines, LLC, a Florida limited liability company (the "*Company*"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is Poconos Whispering Pines, LLC.
2. The name and address of the registered agent and office are Matthew E. Weinberg, 3604 Preserve Lane, Miramar Beach, Florida 32550.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the 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 the Florida Revised Limited Liability Company Act.

DATED: This 14 day of August, 2021.



Matthew E. Weinberg, as Registered Agent

2021 SEP 10 4M 10:52
SECTION OF STATE
TALLAHASSEE, FL
FILED