

U24000527645

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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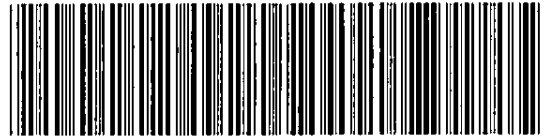
(Business Entity Name)

(Document Number)

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

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**WALK IN**

PICK UP: MISTY 12/20

XX	CERTIFIED COPY	_____
	PHOTOCOPY	_____
	CUS	_____
XX	FILING	<u>CONVERSION</u>

1. NOBLE RESORTS, LLC  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**COVER LETTER**

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

**SUBJECT:** Noble Resorts, 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:

Anthony Lebron

(Contact Person)

LATHAM & WATKINS LLP

(Firm/Company)

355 S. Grand Ave., S-100

(Address)

Los Angeles, CA 90071

(City, State and Zip Code)

futset@theberkleygroupinc.com

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

For further information concerning this matter, please call:

Anthony Lebron

(Name of Contact Person)

at ( 213 ) 485-1234  
(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)

<input type="checkbox"/> \$150.00 Filing Fees ( \$25 for Conversion & \$125 for Articles of Organization )	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input checked="" type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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**Mailing Address:**

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

**Street Address:**

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**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:  
**Noble Resorts Corporation**

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **Corporation**  
(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 **02/17/2004**  
(date of organization, formation or incorporation)

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

**Noble Resorts, LLC**

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: **December 30, 2024**

(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 20 day of December 2024.

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

Signature of Authorized Representative: Frank Utset  
Printed Name: Frank Utset Title: Authorized Person

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

Signature: Frank Utset  
Printed Name: Frank Utset Title: Vice President and Secretary

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 FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

Noble Resorts, 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:

2626 E Oakland Park Blvd. 6th Flr.  
Fort Lauderdale, FL 33306

#### Mailing Address:

2626 E Oakland Park Blvd. 6th Flr.  
Fort Lauderdale, FL 33306

### 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:

COGENCY GLOBAL INC.

Name

115 NORTH CALHOUN STREET, SUITE 4

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee

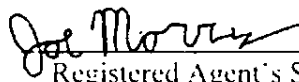
FL

32301

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..*



Joe Morris – Asst Secretary – Cogency Global Inc.

Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

**Name and Address:**

The Berkley Group, Inc.

2626 E Oakland Park Blvd. 6th Flr.

Fort Lauderdale, FL 33306

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(Use attachment if necessary)

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

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

**REQUIRED SIGNATURE:**

DocuSigned by:

Frank Utet

027301CF2533415

**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.

The Berkley Group, Inc.

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)**