

M11VVVV002993

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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

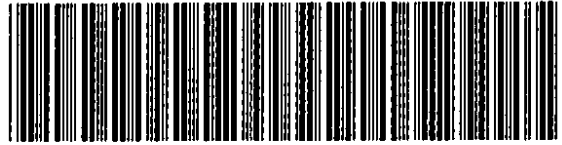
Special Instructions to Filing Officer:

Office Use Only

**B. KOHR**

JUN 14 2011

**EXAMINER**



600204387056

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 13 AM 8:11



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 809950 4304858

AUTHORIZATION :

COST LIMIT : \$ ~~210,000~~

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 13 AM 8:11

ORDER DATE : June 13, 2011

ORDER TIME : 1:31 PM

ORDER NO. : 809950-005

CUSTOMER NO: 4304858

155

CONVERSION

NAME: BEL BISCAYNE LLC

EFFECTIVE DATE:

XXX\_\_ ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX\_\_ CERTIFIED COPY

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER'S INITIALS: \_\_\_\_\_

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Bel Biscayne LLC

Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Stephen P. Napolitano

Contact Person

WilmerHale LLP

Firm/Company

60 State Street

Address

Boston, MA 02109

City, State and Zip Code

jadden@eatonvance.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_ at (\_\_\_\_) \_\_\_\_\_  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee  
and Certificate of  
Status

☒ \$55.00 Filing Fee  
and Certified Copy

☐ \$60.00 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 13 AM 8:11

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Bel Biscayne LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FEI number, if applicable)

4. June 10, 2011

(Date of Organization)

5.

Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. June 10, 2011

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. c/o Eaton Vance Management (REIG), Two International Place, Boston, MA 02110

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

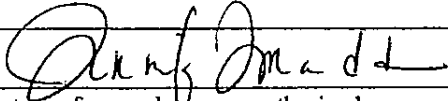
9. The name and usual business addresses of the managing members or managers are as follows:

Bel Biscayne Management LLC, c/o Eaton Vance Management (REIG), Two International Place

Boston, MA 02110

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: see attached sheet

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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.)

Jennifer J. Madden, Authorized Signatory

Typed or printed name of signee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 13 AM 8:11

11. Purpose of the LLC: (i) the acquisition, ownership, subdivision, rezoning, development, operation, maintenance, management, improvement, expansion, renovation, redevelopment, repair, leasing, encumbering, mortgaging, borrowing, financing and refinancing, selling, exchanging, transferring or conveying, and otherwise dealing with real estate and (ii) engaging in and performing any and all other acts and activities as may be necessary, incidental or convenient to carry out the foregoing.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Bel Biscayne LLC

If unavailable, the alternate to be used in the state of Florida is:

\_\_\_\_\_

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/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 608, Florida Statutes.*

Corporation Service Company

By: 

(Signature)

**Matthew Young**  
**Asst. V. Pres.**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEL BISCAYNE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

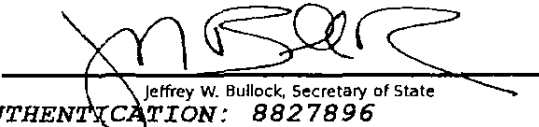
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BEL BISCAYNE LLC" WAS FORMED ON THE TENTH DAY OF JUNE, A.D. 2011.



4995401 8300

110714313

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8827896

DATE: 06-13-11