

N 16 000008754

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

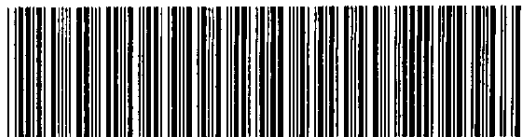
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500289283855

09/08/16--01010--003 **10.00

08/25/16--01013--016 **95.00

FILED
16 SEP - 7 AM 9:52 DEPARTMENT OF STATE
RECEIVED
16 AUG 25 PM 2:35

9/8/14

CT

September 7, 2016

C T Corporation System
2075 Centre Pointe Boulevard
Suite 101
Tallahassee FL 32308

Re: Order #: 10137491 SO
Customer Reference 1: 207641.00003
Customer Reference 2:

Dear Tallahassee Fulfillment Team 1 :

Please obtain the following:

Vanderbilt Hospitality Services, Inc. (FL)
Incorporation - Not for Profit Filing
Florida

Vanderbilt Hospitality Services, LLC (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

FILED
16 SEP -7 PM 9 59

RE-SUBMIT

Please retain original filing
date of submission 9/7

RECEIVED
16 SEP -7 PM 4:25
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Vanderbilt Hospitality Services, Inc.
Name of Resulting Florida Not for Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Not for Profit Corporation" in accordance with s. 617, F.S.

Please return all correspondence concerning this matter to:

Kelly Dunn

Contact Person

Hahn Loeser & Parks LLP

Firm/Company

200 Public Square, Suite 2800

Address

Cleveland, Ohio 44114

City, State and Zip Code

kldunn@hahnlaw.com

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

For further information concerning this matter, please call:

Kelly Dunn

at (216) 274-2368

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|--|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status |
|---|---|---|--|

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
16 SEP - 7 PM 9:52
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED

16 SEP -7 AM 9:52

September 6, 2016

CT

SUBJECT: VANDERBILT HOSPITALITY SERVICES, INC.
Ref. Number: W16000059323

We have received your document for VANDERBILT HOSPITALITY SERVICES, INC. and check(s) totaling \$95.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$10.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 216A00018678

RE-SUBMIT

Please retain original filing
date of submission 9/7



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 30, 2016

CT

SUBJECT: VANDERBILT HOSPITALITY SERVICES, INC.
Ref. Number: W16000059323

RECEIVED
16 SEP - 1 AM 11:26
TO AGENCY
SUFFICIENCY OF FILING

We have received your document for VANDERBILT HOSPITALITY SERVICES, INC. and your check(s) totaling \$95.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The "Other Business Entity" into "Florida Profit" form can be used but they must change the statute from 607 to 617.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 116A00018448

RE-SUBMIT

Please retain original filing
date of submission 8/25



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED

16 SEP -7 AM 9:52

August 26, 2016

CT

SUBJECT: VANDERBILT HOSPITALITY SERVICES, INC.
Ref. Number: W16000059323

We have received your document for VANDERBILT HOSPITALITY SERVICES, INC. and your check(s) totaling \$95.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 316A00018210

RE-SUBMIT

Please retain original filing
date of submission 8/25

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Not for Profit Corporation

FILED
16 SEP -7 AM 9:52

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following **"Other Business Entity"** into a "Florida Not for Profit Corporation" in accordance with s. 617, F.S.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
Vanderbilt Hospitality Services, LLC

Enter Name of Other Business Entity L01000012360

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, 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 July 26, 2001
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:
Florida

4. The name of the Florida ^{Not for} Profit Corporation as set forth in the attached Articles of Incorporation:
Vanderbilt Hospitality Services, Inc.

Enter Name of Florida Not for Profit Corporation

5. If not effective on the date of filing, enter the effective date: September 1, 2016
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)
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.

Signed this 30th day of August, 2016.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: Doug C. Carlson

Printed Name: Doug C. Carlson Title: Incorporator

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

Signature: Michael L. DiPierro

Printed Name: Michael DiPierro Title: President, The Dunes of Naples Property Owners Association, Inc., sole member

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

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.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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16 SEP - 7 AM 9:52
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

EFFECTIVE DATE 09/01/16

FILED

**ARTICLES OF INCORPORATION
OF
VANDERBILT HOSPITALITY SERVICES, INC.
(A Corporation Not For Profit)**

16 SEP -7 AM 9 52

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is VANDERBILT HOSPITALITY SERVICES, INC. (the "Corporation"). The principal office address and mailing address of the Corporation is 840 111th Avenue North, Suite #10, Naples, Collier County, Florida 34108.

**ARTICLE II
PURPOSE**

(A) The Corporation is organized on a non-stock basis and shall at all times be operated exclusively for performing services permitted to be performed by a non-for-profit corporation under the Florida Statutes, Chapter 617. In furtherance thereof, the Corporation is organized:

(1) For the purpose of owning, maintaining and operating certain amenities of the Dunes of Naples Property Owners Association, Inc.; and

(2) To do any and all things necessary or incident to the foregoing.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida on not-for-profit corporations.

**ARTICLE III
MEMBERS**

The Corporation shall have one member which shall be The Dunes of Naples Property Owners Association, Inc.

**ARTICLE IV
DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation and the manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

**ARTICLE V
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is: Isabelle Hart, 840 111th Avenue North, Suite #10, Naples, Florida 34108.

**ARTICLE VI
AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

**ARTICLE VII
DISTRIBUTION UPON DISSOLUTION**

In the event of the dissolution of the Corporation, the directors shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation as set forth in Article II hereof in such manner and amount to such organizations as the directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is: Douglas C. Carlson, 200 Public Square, Suite 2800, Cleveland, Ohio 44114.


**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

**ARTICLE X
EFFECTIVE DATE**

These Articles of Incorporation shall be effective as of September 1, 2016.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 25th day of August, 2016, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.



Douglas C. Carlson, Incorporator

**VANDERBILT HOSPITALITY SERVICES, INC.
ACCEPTANCE OF REGISTERED AGENT**

Isabelle Hart, 840 111th Avenue North, Suite #10, Naples, Florida 34108, being named in the Articles of Incorporation of VANDERBILT HOSPITALITY SERVICES, INC., as the registered agent of the corporation, hereby consents to accept service of process for the corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By her authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties. By her authorized signature below, the registered agent signifies that she is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 607.



Isabelle Hart

Date: 8/23/16

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