

P16000081995

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

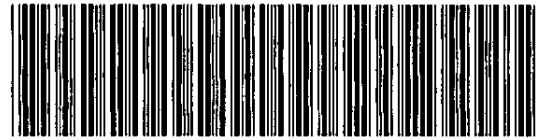
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100290952871

10/06/16--01022--026 **105.00

FILED
STATE
TALLAHASSEE
16 OCT -6 PM 5:14

M. MOON
OCT -6 2016

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: WPB HOTEL PROPERTIES INC.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

VICKI RIVERO

Contact Person

FOWLER RODRIGUEZ LLP

Firm/Company

355 ALHAMBRA CIRCLE SUITE 801

Address

CORAL GABLES, FL 33134

City, State and Zip Code

VRIVERO@FRFIRM.COM

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

For further information concerning this matter, please call:

VICKI RIVERO

at (786) 364-8480

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees ☐ \$113.75 Filing Fees ☐ \$113.75 Filing Fees ☐ \$122.50 Filing Fees,
and Certificate of and Certified Copy Certified Copy, and
Status 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
SEP 14 2016
16 OCT - 6 PM 5:14
TALLAHASSEE, FL

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

WPB HOTEL PROPERTIES, LLC (615-34216)

Enter Name of Other Business Entity

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 02/24/2015

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:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

WPB HOTEL PROPERTIES, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____.

(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.

RECEIVED
SECRETARY OF STATE
16 OCT -6 PM 5:16

Signed this _____ day of _____, 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: _____

Printed Name: JUAN SERRALLES Title: INCORPORATOR

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

Signature: _____

Printed Name: FRANCISCO AROCHA OF HES GROUP Title: 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)

FILED
OCT 10 2016
CLERK OF CIRCUIT COURT
STATE OF FLORIDA
16 OCT -6 PM 5:14

ARTICLES OF INCORPORATION OF

WPB HOTEL PROPERTIES, INC.

ARTICLE I - NAME

The name of the corporation is WPB HOTEL PROPERTIES, INC. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office address of the Corporation is 1001 SW 2nd Avenue Suite 300 Miami, Florida 33130.

ARTICLE III - MAILING ADDRESS

The street address of the initial mailing address of the Corporation is 1001 SW 2nd Avenue Suite 300 Miami, Florida 33130.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and address of the initial directors and officers are:

Francisco Arocha – President
Antonio Herrera – Vice-President
Humberto Fermo – Vice President

All with address at c/o 1001 SW 2nd Avenue Suite 300 Miami, Florida 33130.

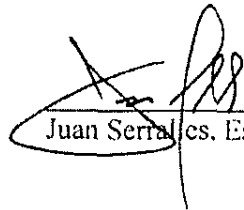
The number of officers and directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

16 OCT -6 PM 5:14
REC'D
STATE
CLERK
FLORIDA

ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 355 Alhambra Circle, Suite 801, Coral Gables, Florida. 33134, and the name of the initial registered agent of the Corporation at that address is Registered Agent Corporate Services Inc.

Registered Agent Corporate Services, Inc.



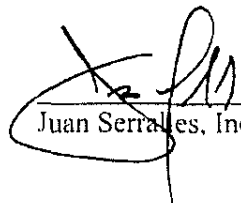
Juan Serralles, Esq., its President

ARTICLE VIII- INCORPORATOR

The name of the Incorporator is Juan Serralles, and the address of the Incorporator is c/o Fowler Rodriguez LLP., 355 Alhambra Circle Suite 801, Coral Gables, FL 33134.

I submit this document and affirm 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this _____ day of _____, 2016.



Juan Serralles, Incorporator

16 OCT -6 PM 5:14
SEC. OF STATE
TALLAHASSEE, FLORIDA