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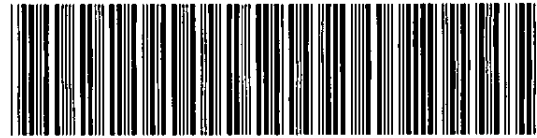
(Business Entity Name)

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SECRETARY OF STATE  
CAPITAL CITY



CORPORATION SERVICE COMPANY

Do Not Separate

ACCOUNT NO. : I20000000195

REFERENCE : 247922 4320909

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$35.00

ORDER DATE : August 7, 2014

ORDER TIME : 9:08 AM

ORDER NO. : 247922-005

CUSTOMER NO: 4320909

File First

CONVERSION FILINGS

NAME: MB REDEVELOPMENT, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER'S INITIALS:

FILED  
14 AUG 12 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE FL 32309

CERTIFICATE OF CONVERSION

OF

MB REDEVELOPMENT, INC.  
(a Florida corporation)

893 - 77053

INTO

MB REDEVELOPMENT, LLC  
(a Delaware limited liability company)

MB REDEVELOPMENT, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act, as enacted in the State of Florida, as amended (the "Act"), does hereby certify that:

FIRST: MB Redevelopment, Inc., a Florida corporation (the "Corporation"), has been converted into MB Redevelopment, LLC, a Delaware limited liability company (the "Company") in compliance with Sections 607.1112 and 607.1113 of the Act (the "Conversion"), and the Conversion complies with Section 18-241 of the Delaware Limited Liability Company Act, as amended (the "DLLCA").

SECOND: The Board of Directors and the shareholders of the Corporation approved an agreement and plan of conversion (the "Plan of Conversion") in accordance with Sections 607.1112 and 607.1113 of the Act, a copy of which is attached hereto as Exhibit A.

THIRD: The Conversion shall become effective upon the filing of this Certificate of Conversion with the Secretary of State of the State of Florida.

FOURTH: The address of the Company's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of the Company's registered agent at such address is the Corporation Service Company.

FIFTH: The Company hereby appoints the Secretary of State of the State of Florida (the "Secretary of State") as the Company's agent for service of process to enforce obligations of the Corporation, including any appraisal rights of shareholders of the Corporation under Sections 607.1301 through 607.1333 of the Act. The Secretary of State may send any documentation to the Company at the following mailing address for the purposes of Section 607.1114:

MB Redevelopment, LLC  
655 Madison Avenue, Attn: Tax Department, 9<sup>th</sup> Floor  
New York, New York 10065-8068

SIXTH: The Company has agreed to pay any shareholders of the Corporation having appraisal rights the amount to which such shareholders are entitled under Sections 607.1301 through 607.1333 of the Act.

*Signature page follows.*

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion on this 12 day of August, 2014.

MB REDEVELOPMENT, INC.

By: V. F. Dunleavy  
Name: Vincent F. Dunleavy  
Title: Chief financial & Adm. Off.

FILED  
14 AUG 12 AM 11:20  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF DADE, FLORIDA

**EXHIBIT A**

**Plan of Conversion**

**AGREEMENT AND PLAN OF CONVERSION  
OF  
MB REDEVELOPMENT, INC.  
(a Florida corporation)**

This AGREEMENT AND PLAN OF CONVERSION (this "Agreement") of MB Redevelopment, Inc., a Florida corporation (the "Company" or "Converting Entity"), is made and entered into as of August 12, 2014, for the purpose of converting the Company into a Delaware limited liability company, pursuant to Section 607.1112 of the Florida Business Corporation Act, as amended (the "FBCA") and pursuant to Section 18-214 of the Delaware Limited Liability Company Act (the "DLLCA").

Name of Converting Entity: MB Redevelopment, Inc., a Florida corporation

Name of Converted Entity: MB Redevelopment, LLC, a Delaware limited liability company (the "Converted Entity")

**RECITALS**

WHEREAS, the Company desires to implement this Agreement and Plan of Conversion to cause the conversion of the Company (the "Conversion") into a Delaware limited liability company pursuant to and in accordance with the provisions of Section 607.1112 of the FBCA and in accordance with the provisions of Section 18-214 of the DLLCA;

WHEREAS, the Company intends that the Conversion, together with an election under Treasury Regulation Section 301.7701-3 that the Converted Entity be treated as a corporation for U.S. federal income tax purposes, constitute a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code") and that this agreement and plan of conversion, together with all related documents and consents, shall constitute a plan of reorganization within the meaning of Section 368 of the Code and the Treasury Regulations promulgated thereunder; and

WHEREAS, the Board of Directors of the Company deems it advisable to cause the Company to effect the Conversion, upon the terms and subject to the conditions set forth herein and in accordance with Section 607.1112 of the FBCA and in accordance with Section 18-214 of the DLLCA.

NOW, THEREFORE, in consideration of the foregoing and other good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, the Company hereby agrees as follows:

1. The Conversion. Immediately following the execution and delivery of this Agreement and Plan of Conversion, the Company shall effect the Conversion of the Company from a Florida corporation into a Delaware limited liability company, with such Converting Entity continuing its existence in the organizational form of the Converted Entity, by causing (i) a certificate of conversion in such form as required by Section 607.1113 of the FBCA (the "Florida Certificate of Conversion") to be properly executed and filed with the Secretary of

State of the State of Florida pursuant to and in accordance with Section 607.1113 of the FBCA; (ii) a certificate of formation in such form as required by Section 18-201 of the DLLCA and attached hereto as Exhibit A (the "Certificate of Formation") to be properly executed and filed with the Secretary of State of the State of Delaware pursuant to and in accordance with Section 18-214 of the DLLCA; (iii) a certificate of conversion in such form as required by Section 18-214 of the DLLCA and attached hereto as Exhibit B (the "Delaware Certificate of Conversion") to be properly executed and filed with the Secretary of State of the State of Delaware pursuant to and in accordance with Section 18-214 of the DLLCA; and (iv) adoption of the Limited Liability Company Agreement of the Converted Entity attached hereto as Exhibit C.

2. Effective Time. The Conversion shall become effective upon the filing of the Delaware Certificate of Conversion with the Secretary of State of the State of Delaware and the filing of the Florida Certificate of Conversion with the Secretary of State of the State of Florida (the "Effective Time").

3. Effect of Conversion. Following the Effective Time, the Converted Entity shall be deemed to be the same entity as the Company for purposes of the FBCA such that all of the rights, privileges and powers of the Company, and all property, real, personal and mixed, and all debts due to the Company, as well as all other things and causes of action belonging to the Company shall be vested in the Converted Entity and shall thereafter be the property of the Converted Entity as they were of the Company, and the title to any real property vested by deed or otherwise in the Company shall not revert or be in any way impaired. Following the Effective Time, all rights of creditors and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall thenceforth attach to the Converted Entity and may be enforced against the Converted Entity to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by the Company.

4. Conversion of the Company Shares. By virtue of the Conversion, and without any action on the part of the stockholders of the Company, each outstanding share of common stock, \$0.01 par value per share, of the Company shall be converted into and the Converted Entity's limited liability company interests, without any further action by the holders of such shares, including whether or not certificates representing such shares are surrendered to the Converted Entity.

5. Record of Conversion. A copy of this Agreement will be kept at the Converted Entity's principal place of business for a period of one year following the Conversion or such longer period of time as is required by law.

*Signature page follows.*



IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the date first above written.

**MB REDEVELOPMENT, INC.**

By: Vincent J. Dunleavy  
Name: Vincent J. Dunleavy  
Title: Chief Financial Adm. Off.

**EXHIBIT A**

**Delaware Certificate of Formation**

**CERTIFICATE OF FORMATION**

**OF**

**MB REDEVELOPMENT, LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company is:

MB Redevelopment, LLC

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is the Corporation Service Company.

Dated this \_\_\_\_ day of August, 2014.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Authorized Person

**EXHIBIT B**

**Delaware Certificate of Conversion**

**CERTIFICATE OF CONVERSION**

**OF**

**MB REDEVELOPMENT, INC.**  
**(a Florida corporation)**

**INTO**

**MB REDEVELOPMENT, LLC**  
**(a Delaware limited liability company)**

MB REDEVELOPMENT, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act, as enacted in the State of Florida, as amended (the "Act"), does hereby certify that:

FIRST: MB Redevelopment, Inc. was originally formed as a corporation under the laws of the State of Florida on November 8, 1993.

SECOND: The name of the corporation immediately prior to filing this Certificate is "MB Redevelopment, Inc."

THIRD: MB Redevelopment, Inc. does now wish to convert from a Florida corporation into a Delaware limited liability company pursuant to Section 607.1112 of the Act and Section 18-214 of the Delaware Limited Liability Company Act, as amended (the "DLLCA"), to be named "MB Redevelopment, LLC" as set forth in its Certificate of Formation, filed contemporaneously herewith in accordance with Section 18-214(b) of the DLLCA.

FOURTH: The conversion has been approved in accordance with Section 607.1112 of the Act and Section 18-214(h) of the DLLCA.

FIFTH: The conversion shall be effective upon the filing of this Certificate of Conversion.

*Signature page follows.*

**IN WITNESS WHEREOF**, the undersigned has duly executed this Certificate of Conversion on this \_\_\_\_ day of August, 2014.

**MB REDEVELOPMENT, INC.**

By: \_\_\_\_\_  
Name:  
Title: