

#P97000011301

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2015 FEB 11 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
15 FEB 11 PM 4:22
DIVISION OF CORPORATION

K. SALLY
EXAMINER
FEB 16 2015

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 499603 4304847

AUTHORIZATION :

COST LIMIT : \$35.00

ORDER DATE : February 11, 2015

ORDER TIME : 3:51 PM

ORDER NO. : 499603-005

CUSTOMER NO: 4304847

DOMESTIC AMENDMENT FILING

NAME: BROOKFIELD DEVELOPERS FLORIDA
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 12, 2015

CSC
COURTNEY WILLIAMS

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BROOKFIELD DEVELOPERS FLORIDA INC.
Ref. Number: P97000011301

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

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return 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) 245-6051.

Karen A Saly
Regulatory Specialist II

Letter Number: 415A00002956

RECEIVED
15 FEB 13 AM 10:53
DIVISION OF CORPORATIONS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Brookfield Developers Florida Inc.

Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Tim O'Brien

Contact Person

Corporation Service Company

Firm/Company

84 State Street

Address

Boston, MA 02109

City, State and Zip Code

tobrien@cscinfo.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:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
2015 FEB 11 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Brookfield Developers Florida Inc.

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

Brookfield Developers Florida LLC

Enter Name of "Other Business Entity"

3. 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.)

organized, formed or incorporated under the laws of **Delaware**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: **February 11, 2015**

8. This conversion shall be effective in Florida on: February 11, 2015.
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

c/o Corporation Service Company; 2711 Centerville Road, Suite 400

Wilmington, New Castle County, DE 19808

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

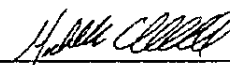
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: Corporation Service Company
2711 Centerville Road, Suite 400
Mailing Address: Wilmington, DE 19808

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 11th day of February 20 15.

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Michelle L. Campbell Title: VP, Counsel

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

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2015 FEB 11 AM 10:47
TALLAHASSEE, FLORIDA
FLORIDA DEPARTMENT OF STATE