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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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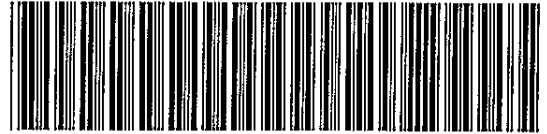
(Business Entity Name)

(Document Number)

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

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DESTIN, FLORIDA

KAREN E. FIELDS, CLAS  
CERTIFIED LEGAL ASSISTANT SPECIALIST  
PROBATE AND ESTATE PLANNING

January 6, 2003

Secretary of State  
ATTN: Registration Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

03 JAN -7 PM 12:41  
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STATE  
TALLAHASSEE, FLORIDA

Re: **Etten Sand Cliffs, LLC**  
**Etten High Pointe, LLC**

Dear Sir or Madam:

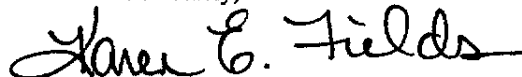
Enclosed are the following:

- (1) Certificate of Conversion for Etten Sand Cliffs, LLC;
- (2) Articles of Organization of Etten Sand Cliffs, LLC;
- (3) A check in the amount of \$180.00 (which is \$100.00 filing fee for Articles of Organization, \$25.00 filing fee for Registered Agent Designation, \$25.00 filing fee for Certificate of Conversion, and \$30.00 for one (1) certified copy);
- (4) Certificate of Conversion for Etten High Pointe, LLC;
- (5) Articles of Organization of Etten High Pointe, LLC; and
- (6) A check in the amount of \$180.00 (which is \$100.00 filing fee for Articles of Organization, \$25.00 filing fee for Registered Agent Designation, \$25.00 filing fee for Certificate of Conversion, and \$30.00 for one (1) certified copy).

Please file the enclosed documents and return the certified copies to us as soon as possible. If you have any questions, please phone Scott Covell, Attorney, at 850/434-9200 ext. 193.

Thank you for your assistance with this matter.

Yours sincerely,



Karen E. Fields, CLAS

Enclosures

cc: John F. Michler (w/o encl.)  
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02-1851

## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

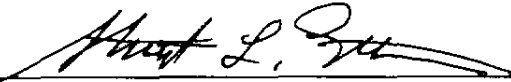
Stewart L. Etten, Marvin P. Etten, Jr., and John P. Etten,  
a General Partnership

SECOND: The date on which and the jurisdiction in which the unincorporated business was created or otherwise came into being are:

- A. Date: October 1, 2002
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

THIRD: The name of the limited liability company as set forth in the attached articles organization is:

ETTEN SAND CLIFFS, LLC



Signature of a Member or an Authorized Representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stewart L. Etten

Typed or Printed Name of Signee

### FILING FEES:

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

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

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**ARTICLES OF ORGANIZATION OF  
ETTEN SAND CLIFFS, LLC**

The undersigned, STEWART L. ETTEN, a natural person competent to contract, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

**ARTICLE I**

The name of the limited liability company is:

ETTEN SAND CLIFFS, LLC

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The mailing address of the principal office of the limited liability company is Post Office Box 8050, Wausau, Wisconsin 54402-8050 and the street address is 500 Third Street, Suite 700, Wausau, Wisconsin 54403.

**ARTICLE III - PURPOSES AND POWERS**

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

**ARTICLE IV - TERM OF EXISTENCE**

The limited liability company shall have a perpetual existence.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this limited liability company shall be 417 E. Virginia Street, Suite 1, Tallahassee, Florida 3230, and the name of the initial registered agent of this limited liability company at that address is Capital Connection, Inc.

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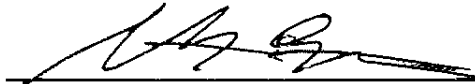
**ARTICLE VI - MANAGEMENT**

This limited liability company shall be managed by its members. The names and addresses of the members are:

Stewart L. Etten	Marvin P. Etten, Jr.	John P. Etten
210 Rainbow Lane	7 Grooms Point Drive	500 Third Street, Suite 700
Wausau, WI 54401	Clifton Parks, NY 12065	Wausau, WI 54403

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the date set forth below, effective as of January 1, 2003.

MEMBER:

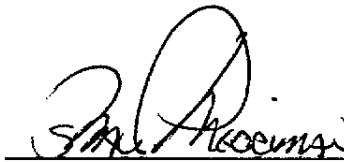
  
\_\_\_\_\_  
Stewart L. Etten

Date: December 23, 2002

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TALLAHASSEE

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of ETTEN SAND CLIFFS, LLC. Further, I am familiar with and accept the duties and obligations of such designation.

  
\_\_\_\_\_  
Shaun P. Merriman  
8478 Sailing Loop Lane  
Bradenton, FL 34202

Date: December 26, 2002