

L0700012 7371

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

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

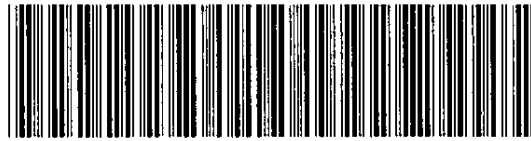
Special Instructions to Filing Officer:

Office Use Only

EFFECTIVE DATE

12/31/07

*PK*  
12/27



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RECEIVED  
07 DEC 27 AM 11:22  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
07 DEC 27 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 27, 2007

EFFECTIVE DATE 12/31/07

**FILED**  
07 DEC 27 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 7113663 SO  
Customer Reference 1: Martha Sherry(Chicago)  
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

C&S Real Estate Development Corp. Converting to: C&S Real Estate Development LLC  
(FL)  
Conversion  
Florida

C&S Real Estate Development Corp. Converting to: C&S Real Estate Development LLC  
(FL)  
Obtain Document - Misc - *Cert. Copy*  
Florida

C&S Real Estate Development Corp. Converting to: C&S Real Estate Development LLC  
(FL)  
Formation  
Florida

C&S Real Estate Development Corp. Converting to: C&S Real Estate Development LLC  
(FL)  
Certificate of Status-Domestic  
Florida



CT

a Wolters Kluwer business

CT  
1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

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

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Joel Rodriguez  
Fulfillment Manager  
joel.rodriguez@wolterskluwer.com

**FILED**  
07 DEC 27 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE** 2/31/07  
**Certificate of Conversion**

For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

**FILED**  
07 DEC 27 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

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

C & S Real Estate Development Corp.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation PA 500093498  
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, 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 December 8, 1995  
(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 Limited Liability Company as set forth in the **attached Articles of Organization**:

C & S Real Estate Development LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 12/31/07 12:00 p.m.  
(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 Organization, if an effective date is listed therein.)

Signed this 26<sup>th</sup> day of December 2007.

Signature of Authorized Person: 

Printed Name: David N. Brooks Title: Assistant Secretary

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

EFFECTIVE DATE 12/31/07

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

C & S Real Estate Development LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

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TALLAHASSEE, FLORIDA

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

2855 South LaJeune Road  
Coral Gables, Florida 33134

Mailing Address:

2855 South LaJeune Road  
Coral Gables, Florida 33134

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name  
1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee 32301 FL

City, State, and Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in*

Chapter 608, F.S.

  
Registered Agent's Signature (REQUIRED)

Lynette Coleman  
as its agent

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

Flagler Real Estate Development Corporation  
2855 South LeJeune Road  
Coral Gables, Florida 33134

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

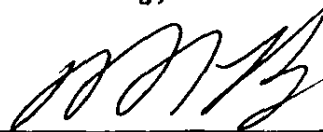
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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 12/31/07 12:00 p.m.  
(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**



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.)

David N. Brooks

Typed or printed name of signee

**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)