

L03000027639

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

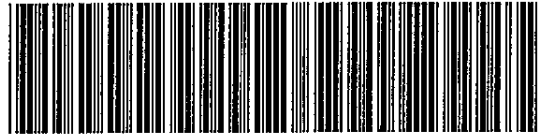
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03 JUL 25 PM 2:40
DIVISION OF CORPORATION

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03 JUL 25 PM 4:08
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 182877 1299A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : July 25, 2003

ORDER TIME : 1:03 PM

ORDER NO. : 182877-005

CUSTOMER NO: 1299A

CUSTOMER: Richard Colbert, Esq.
Clark Partington Hart Larry
Post Office Box 13010

Pensacola, FL 32591

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CERTIFICATE OF CONVERSION

NAME: BAYSHORE RESORT PARTNERS OF
NICEVILLE

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION/ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull -- EXT# 1115
EXAMINER'S INITIALS: _____

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:

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FIRST: The name of the unincorporated business immediately prior to filing this document was
Bayshore Resort Partners of Niceville, a Florida general partnership

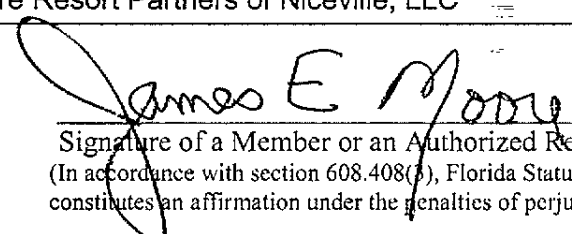
SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 3/10/97
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: n/a

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

Bayshore Resort Partners of Niceville, 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.)

James E. Moore, President of Mill Creek Village, Inc., Member

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.)

**ARTICLES OF ORGANIZATION OF
BAYSHORE RESORT PARTNERS OF NICEVILLE, LLC**

The undersigned, MILL CREEK VILLAGE, INC., a Florida corporation, and member of BAYSHORE RESORT PARTNERS OF NICEVILLE, LLC, hereby presents these Articles of Organization as the Articles of Organization of BAYSHORE RESORT PARTNERS OF NICEVILLE, LLC, a limited liability company formed under the provisions of Chapter 608, Florida Statutes.

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ARTICLE I

The name of the limited liability company is:

BAYSHORE RESORT PARTNERS OF NICEVILLE, LLC

This limited liability company is referred to in these articles of organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street addresses of the principal office of the Company is 106 Bayshore Drive, Niceville, FL 32578.

ARTICLE III - PURPOSES AND POWERS

This 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 - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date these Articles of Organization are filed with the Florida Secretary of State. The Company

shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of Company is 106 Bayshore Drive, Niceville, Florida 32578, and the name of the initial registered agent at that address is James E. Moore.

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ARTICLE VI - AMENDMENT

These Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act and the Operating Agreement for the Company.

IN WITNESS WHEREOF, the undersigned Member of the Company has executed these Articles of Organization on the date set forth below.

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MILL CREEK VILLAGE, INC.

By: James E. Moore
James E. Moore, President

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of BAYSHORE RESORT PARTNERS OF NICEVILLE, LLC. Further, I am familiar with and accept the duties and obligations of such designation.

James E. Moore
James E. Moore

Date: July 24, 2003