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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Harrison's Walk Developers, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Lance J. Wilkerson, Esq.

(Contact Person)

Johnston Barton Proctor & Powell LLP

(Firm/Company)

1901 Sixth Ave North / Suite 2900

(Address)

Birmingham, Alabama 35203

(City, State and Zip Code)

For further information concerning this matter, please call:

Lance J. Wilkerson, Esq. at (205) 458-9460

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☒ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

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Certificate of Conversion
For
"Other Business Entity"
Into a
Florida Limited Liability Company

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 § 608.439, Florida Statutes.

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

Harrison's Walk Developers, Ltd.

A05-720

2. The "Other Business Entity" is a **limited partnership** first formed under the laws of the **State of Florida** on **April 12, 2005**.

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:

N/A

4. The name of the Florida Limited Liability Company as set forth in the attached **Articles of Organization: Harrison's Walk Developers, LLC**

5. If not effective on the date of filing, enter the effective date: **The conversion shall be effective on the date of filing.**

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Signed this 30TH day of March, 2006.

Signature of Authorized Person:

Mark L. Marlow

Printed Name: **Mark L. Marlow**

Title: **Manager**

THIS DOCUMENT PREPARED BY:

Lance J. Wilkerson
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

STATE OF FLORIDA)
)
COUNTY OF WALTON)

ARTICLES OF ORGANIZATION

OF

HARRISON'S WALK DEVELOPERS, LLC

The undersigned, for the purpose of forming a limited liability company under
Section 608.401 et seq., as amended (the "Florida Limited Liability Company Act"),
hereby files the following Articles of Organization with the Florida Department of State:

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ARTICLE I
NAME

The name of this limited liability company (the "Company") shall be: "Harrison's
Walk Developers, LLC."

ARTICLE II
DURATION

The period of duration is perpetual unless the Company shall be sooner dissolved
and its affairs wound up in accordance with its Articles of Organization or its Operating
Agreement.

ARTICLE III
PURPOSE

The nature of the business of the Company and its objects, purposes and powers
are as follows:

- (a) To purchase, lease, sell, development and manage real estate;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, lease, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith; and
- (c) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Company or by the transfer of an interest or the granting of membership in the Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and
- (d) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Company shall be 176 Commercial Parkway, Santa Rosa Beach, Florida 32459, and its registered agent at such address shall be Mark L. Marlow.

ARTICLE V

PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 176 Commercial Parkway, Santa Rosa Beach, Florida 32459.

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ARTICLE VI
INITIAL MEMBERS

The names and addresses of the initial members (the "Members") of the Company are:

<u>MEMBER</u>	<u>ADDRESS</u>
Mark L. Marlow - MGR	176 Commercial Parkway Santa Rosa Beach, Florida 32459
Beachnest Partners, LLC	176 Commercial Parkway Santa Rosa Beach, Florida 32459

ARTICLE VII
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members in the manner provided in the Company's Operating Agreement.

ARTICLE VIII
OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the State of Florida or these Articles.

ARTICLE IX
CONTINUATION UPON CESSATION OF MEMBER

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one (1) remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement.

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ARTICLE X
MANAGEMENT

The Company shall be managed by a Manager. The name and address of the initial Manager of the Company are as follows:

MANAGER

ADDRESS

Mark L. Marlow - MGR

176 Commercial Parkway
Santa Rosa Beach, Florida 32459

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 30th day of MARCH, 2006.



Mark L. Marlow

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.




Mark L. Marlow

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STATEMENT OF REGISTERED AGENT

I, the undersigned, Mark L. Marlow, hereby accept the appointment as registered agent of the Company as provided in these Articles of Organization 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 state that I am familiar with, and accept the obligations of such position as registered agent of the Company as provided under the Florida Limited Liability Company Act.



Mark L. Marlow