

LOG000058112

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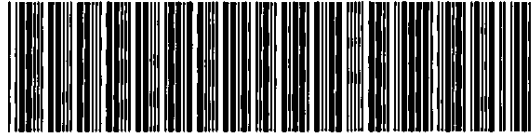
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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000076014530

06/22/06--01030--024 **180.00

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2006 JUN 22 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

06 JUN 22 PM 2:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: TRACY SPEAR

DATE: 06/22/06

REF. #: 000164.53937

CORP. NAME: HANSROB PROPERTIES, LLLP into HANSROB PROPERTIES, LLC

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION FILING | | |

STATE FEES PREPAID WITH CHECK# 517866 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 23, 2006

TRACY SPEAR
CORPDIRECT AGENTS
TALLAHASSEE, FL

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

SUBJECT: HANSROB PROPERTIES, LLC
Ref. Number: W06000028556

We have received your document for HANSROB PROPERTIES, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$180.00 payment.

The wrong CERTIFICATE OF CONVERSION format has been used.

To convert to a Florida LLC, you must use the "OTHER BUSINESS ENTITY INTO FLORIDA LLC" conversion certificate. And you use Chapter 608, not Chapter 620, F.S.

ALSO, the "PLAN OF CONVERSION" that you have submitted is NOT required for your filing. You may not want to make this a matter of public record.

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) 245-6914.

Buck Kohr.
Document Specialist

Letter Number: 106A00041975

RECEIVED
06 JUN 27 PM 4:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
2006 JUN 22 AM 9:20
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:

HANSROB PROPERTIES, LLLP

A03000000501

2. The "Other Business Entity" is a Florida Limited Liability Limited Partnership first organized, formed or incorporated under the laws of Florida on March 28, 2003.

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

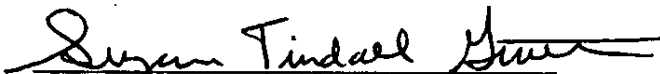
4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization** is:

HANSROB PROPERTIES, LLC

5. If not effective on the date of filing, enter the effective date. _____
(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 27th day of June, 2006.

Signature of Authorized Person:


Suzanne Tindall Grantham, Trustee
Sole Manager

PLAN OF CONVERSION

The following plan of conversion, which was consented to by all of the general partners of the converting limited liability limited partnership and by all of the limited partners, and by the managing member of the other organization in accordance with section(s) 620.2102, 620.2103, and 608.408, is being submitted in accordance with section(s) 620.2102, 620.2104, 608.4081 and 608.439, Florida Statutes.

FIRST: The name of the limited liability limited partnership before conversion and the date on which and jurisdiction in which the limited liability limited partnership was organized are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Date of Formation</u>
Hansrob Properties, LLLP	Florida	03/28/2003

SECOND: The name and form of the limited liability limited partnership after conversion and as set forth in its articles of organization are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hansrob Properties, LLC	Florida

THIRD: The terms and conditions of the conversion are as follows:

1. The Amended and Restated Limited Partnership Agreement (the "Partnership Agreement") of the converting limited liability limited partnership as in effect on the effective date shall be the Operating Agreement of the limited liability limited partnership after conversion governed by the Florida Limited Liability Act.
2. All rights of the limited partners will become the rights of the members and all rights of the general partner will become the rights of the manager of the converted organization except as set forth in this Plan and the Partnership Agreement (as modified by this Plan).
3. The rights of the Members shall be governed by the Florida Limited Liability Company Act.
4. The Partnership Agreement is amended as follows:
 - a. the following definition is added to Section 1.11 of the Partnership Agreement:

"Incapacity" or **"Incapacitated"** means, (i) as to any Member who is an individual, death, total physical disability or entry by a court of competent jurisdiction of an order adjudicating such Member incompetent to manage his or her person or his or her estate; (ii) as to any Member that is a corporation or limited liability company, the filing of a certificate of dissolution, or its

equivalent, for the corporation or limited liability company or the revocation of its charter; (iii) as to any Member that is a partnership, the dissolution and commencement of winding up of the partnership; (iv) as to any Member that is an estate, the distribution by the fiduciary of the estate's entire interest in the Company; (v) as to any trustee of a trust that is a Member, the termination of the trust (but not the substitution of a new trustee); or (vi) as to any Member, an Act of Insolvency occurs with respect to such Member.

b. Reference to "Partnership" shall be changed to "Company;" reference to "Limited Partner" shall be changed to "Member;" and reference to "General Partner" shall be changed to "Manager."

c. SECTION 1.3 of the Agreement shall be deleted in its entirety and replaced with;

"SECTION 1.3 Name. The name of the Company shall be Hansrob Properties, LLC under which all business and affairs of the Company shall be conducted."

d. SECTION 8.1(a) of the Agreement shall be deleted in its entirety and replaced with:

"(a) At any time there are no Members; provided, however, the Company shall not be dissolved and is not required to be wound up if, within ninety (90) days after the occurrence of the event that terminated the continued membership of the last remaining Member, the personal or other legal representative of the last remaining Member agrees in writing to continue the Company and agrees to the admission of the personal representative or legal representative of such Member or its nominee or designee to the Company as a Member, effective as of the occurrence of the event that terminated the continued membership of the last remaining Member."

e. SECTION 9.7 of the Agreement shall be deleted in its entirety and replaced with:

"SECTION 9.7 "Tax Matters Partner. Suzanne Tindall Grantham is hereby designated as the "Tax Matters Partner" for the purposes of Subchapter C of Chapter 63 of Subtitle F of the Code (Sections 6221-6233 of the Code) and shall have the authority to exercise all functions provided for in said sections, or in the Treasury Regulations promulgated thereunder, including, to the extent permitted by such Treasury Regulations, the authority to delegate the function of "Tax Matters Partner" to any other person."

f. SECTION 10.1 of the Agreement shall be deleted in its entirety and replaced with:

"SECTION 10.1 "Resignation of Manager. A Manager shall be deemed to have withdrawn as a Manager upon (i) the resignation of the Manager, (ii) upon the Incapacity of the Manager, or (iii) upon the affirmative vote of all of the Members. Upon the resignation, Incapacity or removal of a Managing Member, the interest of the Managing Member shall be converted to an interest of a Non-

Managing Member, but such action shall not terminate the Managing Member's interest in the Company as a Non-Managing Member."

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the converted party into the interests, shares, obligations or other securities of the other organization, are as follows:

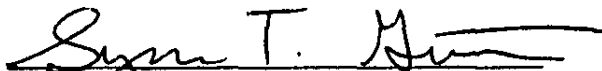
Each unit of general or limited partnership interest in the limited liability limited partnership by virtue of the conversion is converted into one limited liability company membership unit as reflected on the attached Exhibit A. Management of the limited liability company shall not be evidenced by units and the Manager may, but need not also be a Member.

FIFTH: The organizational documents of the converted organization are attached, and the name and address of the manager is as follows:

Suzanne Tindall Grantham
1901 Edgewater Drive
Orlando, FL 32804

Signed this 15th day of June, 2006.

MANAGER



Suzanne Tindall Grantham
Sole Manager

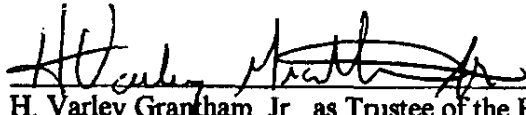
MEMBERS



Linda Jan Tindall Grantham, Trustee of the Linda Jan Tindall Grantham Revocable Trust dated December 6, 1993, as amended March 4, 1994 and October 17, 2002, as amended and restated on January 7, 2003, and again On February 25, 2003, and as further amended on May 19, 2004
11.52 membership units



H. Varley Grantham, as Trustee of the H. Varley Grantham Revocable Trust dated December 6, 1993, as amended March 4, 1994 and July 29, 2002, and as amended and restated on January 7, 2003, and as further amended on May 19, 2004
15.52 membership units



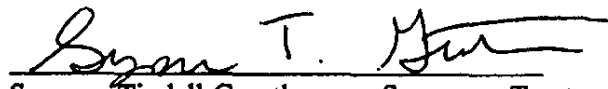
H. Varley Grantham, Jr., as Trustee of the H. Varley Grantham, Jr. Revocable Trust dated December 3, 1993

13.32 membership units



Shannon Gray Grantham, as Successor Trustee of the Shannon Gray Grantham Revocable Trust dated January 3, 1994, as amended December 23, 1996

22.32 membership units



Suzanne Tindall Grantham, as Successor Trustee of the Suzanne Tindall Grantham Revocable Trust dated January 3, 1994, as amended December 23, 1996

37.32 membership units

EXHIBIT A

**CONVERSION OF LIMITED LIABILITY LIMITED PARTNERSHIP INTERESTS
INTO
MEMBERSHIP UNITS**

From LLLP interests

To Membership Units

Linda Grantham, Trustee –	1% G.P.	1 unit
Linda Grantham, Trustee –	10.52% LP	10.52 units
H. Varley Grantham, Jr. Trustee –	13.32%	13.32 units
H. Varley Grantham, Trustee –	15.52%	15.52 units
Suzanne Tindall Grantham, Trustee –	37.32%	37.32 units
Shannon Gray Grantham, Trustee –	22.32%	22.32 units
Total	100.0%	100 units

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
HANSROB PROPERTIES, LLC**

ARTICLE I – Name

The name of the Limited Liability Company is: **HANSROB PROPERTIES, LLC.**

ARTICLE II – Address

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

1925 Lakeside Drive
Orlando, Florida 32803

ARTICLE III – Existence and Duration

The Limited Liability Company shall commence its existence on the date that these Articles of Organization are filed and its duration shall be perpetual.

ARTICLE IV – Management

The Limited Liability Company is to be managed by a manager and is therefore a manager-managed company.

ARTICLE V – Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

H. Varley Grantham
1925 Lakeside Drive
Orlando, FL 32803

June 15, 2006

(Date)



Suzanne T. Grantham
Manager

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2006 JUN 22 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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.)

REGISTERED AGENT ACCEPTANCE:

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..

By: 
H. Varley Grantham

June 15, 2006
Date