

L060000063861

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

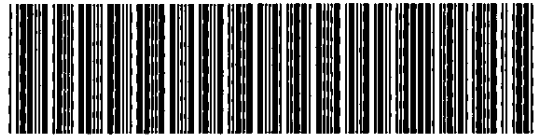
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

FF \$150.00
cc/aus 35.00



900069261599

06/23/06--01007--003 **296.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN 23 PM 1:41

Wend

28716
28717

B. Tadlock JUN 23 2006

COSTELLO, ROYSTON & POND

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND PROFESSIONALS

Voice (239) 939-2222 • Facsimile (239) 939-2280

Truman J. Costello, P.A.

Board Certified Wills, Trusts and Estates Lawyer

Robert D. Royston, Jr., P.A.

Stanley E. Pond

Admitted in Florida and California

Brittany Professional Centre
12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907

Mailing Address

Post Office Drawer 60205
Fort Myers, FL 33906-6205

June 20, 2006

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: Brenda Tadlock

Sent By:
Regular U.S Mail

Re: Spanish Wells Golf Course Venture Conversion to Spanish Wells Golf Course, LLC

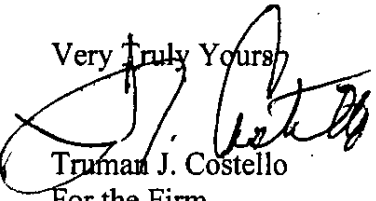
Dear Brenda:

Enclosed please find the following documents which are needed for the above referenced conversion:

1. Partnership Registration Statement;
2. Certificate of Conversion for Other Business Entity into Florida Limited Liability Company;
3. Articles of Organization for Florida Limited Liability Company; and
4. My check in the amount of \$296.25 for filing fees, certificate of status and certified copy for each of the converted entities.

If you have any questions concerning this conversion, please do not hesitate to contact me.

Very Truly Yours,


Truman J. Costello
For the Firm
TJC/bl

Direct Dial: (239) 939-2222 ext. 215
E-mail: tcostello@csrlaw.com

Enclosures: Partnership Registration Statement, Certificate, Articles of Organization and fees for filing

cc:



COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Spanish Wells Golf Course, 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:

Truman J. Costello

(Contact Person)

Costello, Royston & Pond

(Firm/Company)

P.O. Box 60205

(Address)

Fort Myers, FL 33906

(City, State and Zip Code)

For further information concerning this matter, please call:

Truman J. Costello

(Name of Contact Person)

at (239) 939-2222

(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

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

06 JUN 23 PM 1:42
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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:

Spanish Wells Golf Course Joint Venture GP0600001273
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a general partnership.
(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 May 11, 1978.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

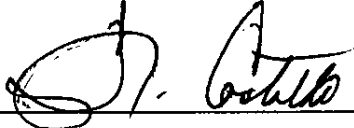
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

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

Spanish Wells Golf Course, LLC
(Enter Name of Florida Limited Liability Company)

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 20th day of June 2006.

Signature of Authorized Person: 

Printed Name: Truman J. Costello Title: Special Counsel

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Spanish Wells Golf Course, LLC

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

ARTICLE II - Address:

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

Principal Office Address:

24880 Burnt Pine Drive #8

Bonita Springs, FL 34134

Mailing Address:

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:

Ned E. Dewhirst

Name

24880 Burnt Pine Drive #8

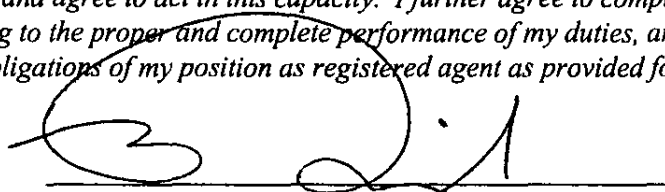
Florida street address (P.O. Box **NOT** acceptable)

Bonita Springs

FL 34134

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)

(CONTINUED)

Page 1 of 2

06 JUN 2008 PM 1:42
FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS

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:

"MGR"

David A. McArdle

401 E. Main Street

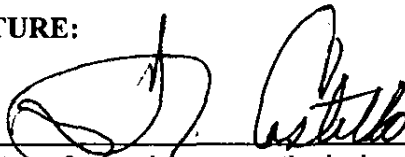
St. Charles, IL 60174

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (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.)

Truman J. Costello

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)