

L060000063862

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

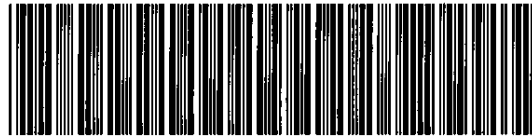
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DIVISION OF CORPORATIONS
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FF 150.00
cc/aus 35.00

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

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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:

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Facsimile Transmission to:

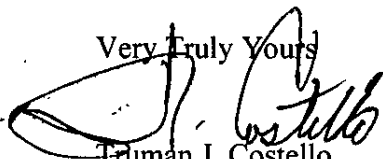
Re: Spanish Wells Properties Limited Partnership conversion to Spanish Wells Properties, LLC

Dear Brenda:

Enclosed please find the completed Certificate of Conversion for Other Business Entity into Florida Limited Liability Company for the above referenced limited partnership. Also enclosed is the Articles of Organization for Florida Limited Liability Company and my check in the amount of \$185.00 for filing fees, certificate of status and certified copy.

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: Certificate, Articles of Organization and fees for filing

cc:

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Spanish Wells Properties, 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)

12670 New Brittany Blvd., Suite 101

(Address)

Fort Myers, FL 33907

(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

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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 Properties Limited Partnership A95000000837
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited 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 30, 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**:

Spanish Wells Properties, 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 Properties, 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 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)

(CONTINUED)

Page 1 of 2

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06 JUN 23 PM 1:49

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 McArdle

1600 E. Main Street, Suite B

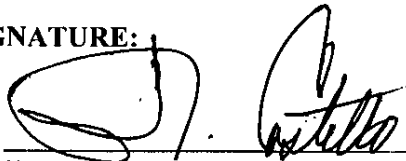
St. Charles, IL 60174

(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)