

L06000104312

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(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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(Business Entity Name)

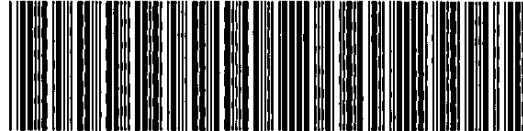
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 OCT 26 PM 4:19

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Ruden, McClosky et. al.

Requester's Name

215 S. Monroe Street, Suite 815

Address

Tallahassee, FL

City/State/Zip

412-2000

Phone #

LO6000104312

RECEIVED

06 OCT 26 PM 2:06

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Conversion  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**CERTIFICATE OF CONVERSION  
OF  
LONGSTAR TEXACO OF SAWGRASS, LTD.  
a Florida limited partnership Converting Organization**

FILED  
06 OCT 26 PM 4:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned, desiring to convert from Longstar Texaco of Sawgrass, Ltd., a Florida limited partnership (the "Converting Organization"), to Sawgrass Shell, LLC, a Florida limited liability company (the "Converted Organization") pursuant to Sections 620.2101-620.2105 of the Florida Revised Uniform Limited Partnership Act of 2005, as amended, (the "LP Law"), and Section 608.439 of the Florida Limited Liability Company Act, as amended ( the "LLC Law"), does hereby execute and file with the Secretary of State of Florida this Certificate of Conversion:

1. The Converting Organization is a limited partnership created by the filing of a Certificate of Limited Partnership with the Florida Division of Corporations on October 26, 2000. The Converting Organization is currently existing as a limited partnership under the laws of the State of Florida.

2. The name of the Converting Organization immediately prior to the Effective Date (as defined below) is Longstar Texaco of Sawgrass, Ltd.

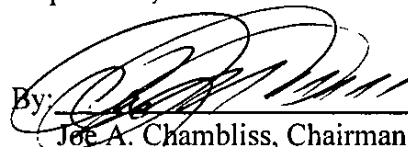
3. The name of the Converted Organization as set forth in the Articles of Organization, as attached hereto, is Sawgrass Shell, LLC.

4. The conversion of the Converting Organization to a limited liability company was approved, as required by the LP Law and the LLC Law, by: (i) all of the general partners of the Converting Organization; (ii) those limited partners of the Converting Organization owning a majority of the rights to receive distributions as limited partners as of the Effective Date; and (iii) to the extent that there is more than one class or group of limited partners, by those limited partners in each class or group which own the rights to receive distributions as limited partners in that class or group as of the Effective Date. These consents are evidenced in the records of the Converting Organization.

5. The effective date of the conversion reflected in this Certificate of Conversion ("Certificate"), as applicable to the Converting Organization and the Converted Organization, shall be the date this Certificate is filed with the Secretary of State of the State of Florida.

Dated this 30th day of September, 2006.

CHAMBLISS DEVELOPMENT CORP., a Florida  
corporation, its sole General Partner

By:   
Joe A. Chambliss, Chairman

**ARTICLES OF ORGANIZATION  
OF  
SAWGRASS SHELL, LLC  
a Florida Limited Liability Company**

**FILED**  
06 OCT 26 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. The name of the Limited Liability Company is SAWGRASS SHELL, LLC (the "Company").
2. The mailing and street address of the principal office of the Company is: 6550 N. Federal Highway, Suite 240, Fort Lauderdale, FL 33308.
3. The name and address of the initial registered agent in the State of Florida, whose Certification of Designation of Registered Agent/Registered Office accompanies these Articles of Organization, is: Joe A. Chambliss, 6550 N. Federal Highway, Suite 240, Fort Lauderdale, FL 33308.

These Articles of Organization shall be effective upon filing.

The undersigned has executed these Articles of Organization on the 30<sup>th</sup> day of September, 2006.

By: \_\_\_\_\_

Joe A. Chambliss, Authorized Person

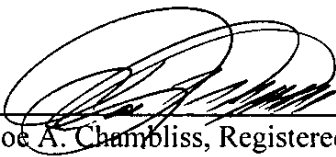
**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: SAWGRASS SHELL, LLC.
2. The name and address of the registered agent and office is:

Joe A. Chambliss  
6550 N. Federal Highway, Suite 240  
Fort Lauderdale, FL 33308.

*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 its 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.*

  
\_\_\_\_\_  
Joe A. Chambliss, Registered Agent

Date: 9/30/06