

W06000118176

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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



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(Business Entity Name)

(Document Number)

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Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

W06-52545



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 5, 2006

AMY E. ROSS
HARRISON SALE MCCLOY THOMPSON & DUNCAN
POST OFFICE BOX 1579
PANAMA CITY, FL 32402

SUBJECT: HARDIN RENTALS, LLC
Ref. Number: W06000052545

We have received your document for HARDIN RENTALS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 506A00069678

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hardin Rentals, 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:

Amy E. Ross

(Contact Person)

Harrison Sale McCloy Thompson & Duncan

(Firm/Company)

Post Office Box 1579

(Address)

Panama City, FL 32402

(City, State and Zip Code)

For further information concerning this matter, please call:

Amy E. Ross

(Name of Contact Person)

at (850) 769-3434

(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
HARDIN RENTALS, INC.
INTO
HARDIN RENTALS, LLC

PO4-123646

This Certificate of Conversion and attached Articles of Organization are submitted to convert Hardin Rentals, Inc. into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The present name of the entity prior to filing this Certificate of Conversion is **Hardin Rentals, Inc.** This entity is a Florida for profit corporation, first organized, formed and incorporated under the laws of Florida on August 26, 2004.
2. The name of the Florida Limited Liability Company to be created and in effect on the date of this filing, as set forth in the attached Articles of Organization, is **Hardin Rentals, LLC.**

Signed this 28 day of November, 2006.

Signature of Authorized Person: Joe T. Hardin

Printed Name: Joe T. Hardin Title: Owner

**ARTICLES OF ORGANIZATION
of
HARDIN RENTALS, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be HARDIN RENTALS, LLC, and its principal office shall be located at 108 Christopher Drive, Panama City Beach, FL 32413, whose mailing address is 108 Christopher Drive, Panama City Beach, FL 32413, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized by law.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the law, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under

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SECRETARY OF STATE

contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall initially be managed by two (2) managers. The name and address of the persons who shall serve is as follows:

Joel T. Hardin
108 Christopher Drive
Panama City Beach, FL 32413

Linda P. Hardin
108 Christopher Drive
Panama City Beach, FL 32413

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

The limited liability company shall continue in existence as long as there is at least one (1) member.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$0.00 shall be paid to the limited liability company by the one (1) member. Additional contributions may be made as required for investment purposes.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing: The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The members shall be entitled to the whole amount of profits. The distributive share of the profits shall be determined and paid to the members on the last day of the calendar year or as determined by the Manager.

(b) Losses: All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII DURATION

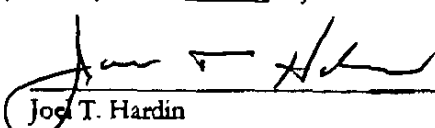
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 304 Magnolia Avenue, Panama City, Florida 32401 and the name of the company's initial registered agent is Amy E. Ross.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of HARDIN RENTALS, I.L.C.

Executed by the undersigned in Panama City, Florida, on this 9th day of November, 2006.


Joe T. Hardin
Original Member


Linda P. Hardin
Original Member

Prepared By:
Amy E. Ross, Esquire
Harrison, Sale, McCloy,
Thompson & Duncan (CH11)
Attorneys & Counselors At Law
304 Magnolia Avenue
Post Office Box 1579
Panama City, Florida 32402-1579
Telephone (850) 769-3434
Telecopier (850) 769-6121

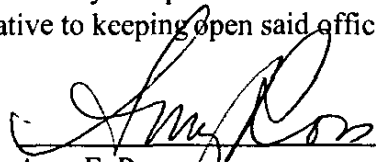
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that Hardin Rentals, L.L.C., a limited liability company, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at 108 Christopher Drive, Panama City Beach, Florida 32413 has named Amy E. Ross, located at 304 Magnolia Avenue, Panama City, Florida 32401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Amy E. Ross
Registered Agent