

LO7000014181

**BORDELON & SCHULTZ LAW FIRM**

P.L.

Established 1974

2721 Gulf Breeze Parkway  
Gulf Breeze, Florida 32563  
Tel (850) 934-1000  
Fax (850) 934-1050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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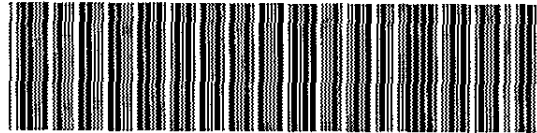
(Business Entity Name)

(Document Number)

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07 FEB -7 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Orlan FEB -7 2007

CERTIFICATE OF CONVERSION  
FOR  
ACADEMY COMPANY PROPERTIES

FILED

07 FEB -7 PM 2:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned as President of Academy Company Properties (the Corporation), first organized on February 1, 2003 with Department of State, Division of Corporations Document Number P03000016287, and further acting under the direction and authority granted to him via a Unanimous Consent of the Board of Directors of Academy Company Properties adopted on January 5, 2007 and a Unanimous Consent of the Shareholders of Academy Company Properties adopted on January 5, 2007, does hereby make the following statements in compliance with Florida Statute 607.0120, to wit:

1. That the Corporation in compliance with the applicable Florida laws governing such conversions has been converted from a domestic corporation to a domestic limited liability company.

2. That the conversion complies with the Florida laws governing a domestic limited liability company.

3. That the Plan of Conversion was approved by the Corporation via a Unanimous Consent of the Board of Directors of Academy Company Properties adopted on January 5, 2007 and a Unanimous Consent of the Shareholders of Academy Company Properties adopted on January 5, 2007.

4. That the effective date of the conversion shall be January 4, 2007 or the date of filing of this Certificate if thereafter.

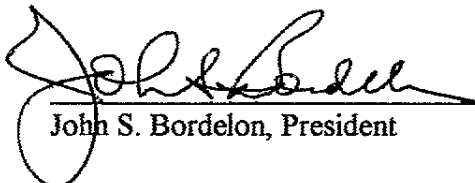
5. That the name of the Corporation be changed to Academy Company Properties LC.

6. That the principal office of Academy Company Properties LC will be 2721 Gulf Breeze Parkway, Gulf Breeze, FL 32563.

7. That Academy Company Properties LC has agreed to pay any shareholders having appraisal rights the amount they are entitled under Florida Statutes 607.1301 - 607.1333.

8. That all actions heretofore taken by the Incorporator and other principals or agents, if any, on behalf of the Corporation be, and hereby are, ratified and approved.

Dated this 5<sup>th</sup> day of January, 2007.

  
John S. Bordelon, President

ARTICLES OF ORGANIZATION  
OF  
ACADEMY COMPANY PROPERTIES LC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby certify and adopt these Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be "ACADEMY COMPANY PROPERTIES LC" ("Company").

**ARTICLE II - ADDRESS**

The mailing address of the principal office of the Company shall be 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563, and the street address of the principal office of the Company shall be 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563.

**ARTICLE III - DURATION**

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is John S. Bordelon., 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

## ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.


## ARTICLE VIII - MANAGEMENT

The Company shall be member-managed in accordance with the Operating Agreement of the Company as adopted and agreed upon by the members.

## ARTICLE IX - AMENDMENT

These Articles of Organization and the Operating Agreement of the Company may be amended from time to time as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.

  
JOHN S. BORDELON

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

Sworn to and subscribed before me this 30<sup>th</sup> day of January, 2007, by JOHN S. BORDELON, who (✓) is personally known to me or who ( ) has produced \_\_\_\_\_, as identification and who did not take an oath.

  
NOTARY PUBLIC

Commission No.

My Commission Expires



Rebecca E. Collins


My Commission DD316755

Expires June 18, 2008

**ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT**


I, JOHN S. BORDELON, the designated registered agent of ACADEMY COMPANY PROPERTIES LC, do hereby certify that my address is 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563, do hereby accept the designation and appointment as registered agent of ACADEMY COMPANY PROPERTIES LC, a Florida Limited Liability Company, and am familiar with and accept the duties and obligations of registered agent.

**DATED** this 30<sup>th</sup> day of January, 2007.

  
\_\_\_\_\_  
JOHN S. BORDELON

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 2007, by JOHN S. BORDELON who (✓) is personally known to me or who ( ) has produced a driver's license as identification and has taken an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Commission No.: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

Rebecca E. Collins  
My Commission DD316755  
Expires June 18, 2009

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