

LO7 000014738

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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1-11-07

LO7-14738  
AL



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 12, 2007

JOSHUA BIALEK  
5801 PELICAN BAY BLVD., SUITE 300  
NAPLES, FL 34108

SUBJECT: NIMBUS RESOURCES LLC  
Ref. Number: W07000001890

We have received your document for NIMBUS RESOURCES 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 effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 007A00002813

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TALLAHASSEE, FLORIDA

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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Nimbus Resources 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:

Joshua M. Bialek, Esq.

(Contact Person)

Porter, Wright, Morris & Arthur

(Firm/Company)

5801 Pelican Bay Blvd., Suite 300

(Address)

Naples, FL 34108

(City, State and Zip Code)

For further information concerning this matter, please call:

Joshua M. Bialek

at ( 239 ) 593-2962

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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

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2007 JAN 11 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PORTER WRIGHT MORRIS & ARTHUR<sub>LLP</sub>**  
Attorneys & Counselors at Law

Joshua M. Bialek  
(239) 593-2962  
jbialek@porterwright.com

5801 Pelican Bay Boulevard  
Suite 300  
Naples, Florida 34108-2709

Facsimile: 239-593-2990  
Toll Free: 800-876-7962

February 7, 2007

**VIA UPS OVERNIGHT**

Tammi Cline, Document Specialist  
Florida Dept. of State-Division of Corporations  
2661 Executive Center Circle  
Clifton Building  
Tallahassee, FL 32301

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2007 JAN 11 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Nimbus Resource, LLC

Dear Ms. Cline:

Please find enclosed our revised Articles of Organization and Certificate of Conversion for filing. Please also find enclosed a copy of your rejection letter dated January 12, 2007.

Please feel free to contact me if you have any questions or concerns.

Very truly yours,

  
Joshua M. Bialek

JMB:ld  
Enclosures

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

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: Nimbus Resources LLC

2. The "Other Business Entity" is a limited liability company, first organized, formed or incorporated under the laws of New Jersey on March 28, 2005.

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: N/A.

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

5. If not effective on the date of filing, enter the effective date January 11, 2007.

Signed this 5th day of January 2007.

Signature of Authorized Person: \_\_\_\_\_

Printed Name: Joshua M. Bialek

Title: Attorney

2007 JAN 11 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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)

EFFECTIVE DATE  
1-11-07

## ARTICLES OF ORGANIZATION

OF

### NIMBUS RESOURCES LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

#### ARTICLE I – NAME

The name of the limited liability company shall be NIMBUS RESOURCES LLC (the "Company").

#### ARTICLE II – ADDRESS

The mailing address and initial principal office of the Company shall be 424 Seventh Avenue S.W., Naples, Florida 34119.

#### ARTICLE III – DURATION

The Company shall commence its existence on January 11, 2007. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Agreement.

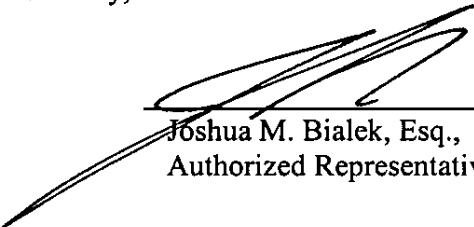
#### ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Joshua M. Bialek, Esquire, Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

#### ARTICLE V – MANAGEMENT

The Company shall be managed by its manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization on this 5th day of January, 2007.

  
\_\_\_\_\_  
Joshua M. Bialek, Esq.,  
Authorized Representative of Members

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of NIMBUS RESOURCES LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: January 5, 2007.



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Joshua M. Bialek, Esq., Registered Agent

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