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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 761958 4332894

AUTHORIZATION :

*Lyndee Deane*

COST LIMIT : \$ 180.00

ORDER DATE : February 15, 2007

ORDER TIME : 8:50 AM

ORDER NO. : 761958-010

CUSTOMER NO: 4332894

DOMESTIC FILING

NAME: SALTY APPROACH, LLC

XX CERTIFICATE OF CONVERSION

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

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**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:

Salty Approach Limited Partnership

(Enter Name of Other Business Entity) A16813

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 04/13/1984

(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**:

Salty Approach, 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 14<sup>th</sup> day of February 2007

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

Printed Name: Guy E. Whitesman Title: Authorized Representative

**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)

FAX AUDIT NO.:

**ARTICLES OF ORGANIZATION  
OF  
SALTY APPROACH, LLC**

**ARTICLE I-NAME**

The name of the limited liability company shall be SALTY APPROACH, LLC (the "Company").

**ARTICLE II-STREET ADDRESS**

The street address of the principal office of the Company is:

1715 Monroe Street  
Fort Myers, Florida 33901

**ARTICLE III-MAILING ADDRESS**

The mailing address of the principal office of the Company is:

P.O. Box 280  
Fort Myers, Florida 33902

**ARTICLE IV-EFFECTIVE DATE**

This limited liability company's existence shall commence upon the filing of these Articles and shall terminate as provided for in the Operating Agreement.

**ARTICLE V-INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company is:

<b><u>Name</u></b>	<b><u>Address</u></b>
GUY E. WHITESMAN	1715 Monroe Street Fort Myers, Florida 33901

**ARTICLE VI-PURPOSE**

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be

FAX AUDIT NO.:

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organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company, subject to restrictions contained in the Operating Agreement of the Company adopted by the Members in accordance with ARTICLE VIII below.

#### **ARTICLE VII-MANAGEMENT OF THE COMPANY**

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following is the name and address of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

<b><u>Name</u></b>	<b><u>Address</u></b>
EDWARD L. MCDONALD, II	c/o Henderson Franklin Starnes & Holt, P.A. 1715 Monroe Street Fort Myers, Florida 33901
HART KELLY	c/o Henderson Franklin Starnes & Holt, P.A. 1715 Monroe Street Fort Myers, Florida 33901
JOSEPH W. MIKLAVCIC	c/o Henderson Franklin Starnes & Holt, P.A. 1715 Monroe Street Fort Myers, Florida 33901
PEGGY SCHMIDT	c/o Henderson Franklin Starnes & Holt, P.A. 1715 Monroe Street Fort Myers, Florida 33901
RUSSELL REED	c/o Henderson Franklin Starnes & Holt, P.A. 1715 Monroe Street Fort Myers, Florida 33901

#### **ARTICLE VIII-OPERATING AGREEMENT**

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

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**ARTICLE IX-AMENDMENT**

The Members shall have the power to adopt, alter, amend, or repeal the Articles of Organization of the Company if approved by eighty percent (80%) of Flying Members and eighty percent (80%) of all Members, as such terms are defined in the Operating Agreement.

The undersigned, being an authorized representative of the Members of the Company, has executed these Articles of Organization this 15<sup>th</sup> day of October, 2007.

  
\_\_\_\_\_  
GUY E. WHITESMAN  
Authorized Representative

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**CERTIFICATE 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: SALTY APPROACH, LLC.
2. The name and address of the registered agent and office is:

Guy E. Whitesman  
1715 Monroe Street  
Fort Myers, Florida 33901

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.

  
\_\_\_\_\_  
GUY E. WHITESMAN  
Registered Agent

FAX AUDIT NO.: