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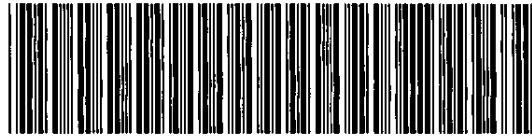
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 815118 3487A

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 180.00

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ORDER DATE : March 22, 2007

ORDER TIME : 9:10 AM

ORDER NO. : 815118-005

CUSTOMER NC: 3487A

DOMESTIC FILING

NAME: JACK'S BRANCH GOVE, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION AND CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
FOR
JACK'S BRANCH GROVE, LLP
A FLORIDA LIMITED LIABILITY PARTNERSHIP
INTO
JACK'S BRANCH GROVE, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert Jack's Branch Grove, LLP, a Florida Limited Liability Partnership ("Other Business Entity") into Jack's Branch Grove, LLC, a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

GPO 300001894

1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion is: Jack's Branch Grove, LLP.
2. The "Other Business Entity" is a limited liability partnership first organized, formed, or incorporated under the laws of Florida on September 22, 2003.
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: Jack's Branch Grove, LLC.
5. The date of filing shall be the effective date.

IN WITNESS WHEREOF, the undersigned, member or authorized person, has executed this Certificate of Conversion as of March 21, 2007.



Timothy C. Crowley
Member or Authorized Person

ARTICLES OF ORGANIZATION
OF
JACK'S BRANCH GROVE, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the limited liability company shall be Jack's Branch grove, LLC ("Company").

ARTICLE II - PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 2000 Webber Street, Sarasota, FL 34239.

ARTICLE IV - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is Bruce P. Chapnick, Esq., Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237.

ARTICLE V - MANAGEMENT

The Company is to be a manager-managed company.

The name and address of each of the Managing Members is as follows:

Timothy C. Crowley
2000 Webber Street
Sarasota, FL 34239

Jon C. Finstrom
1323 Gasparilla Drive
Fort Myers, FL 33901

ARTICLE VI - OPERATING AGREEMENT

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, as of March _____, 2007.



Bruce P. Chapnick
Member or Authorized Representative

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW 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: Jack's Branch Grove, LLC.
2. The name and address of the registered agent and office is:

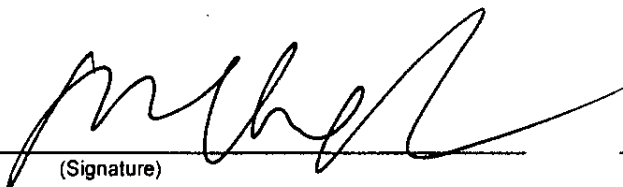
Bruce P. Chapnick, Esq.

Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.

2033 Main Street, Suite 600

Sarasota, FL 34237

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 as registered agent.


(Signature)

March ²⁷, 2007
(Date)