

LO7000057347

(Requestor's Name)

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(City/State/Zip/Phone #)

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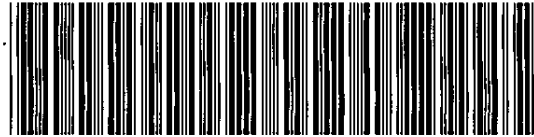
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/31/07--01009--001 **185.00

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 05-29-07

REF. #: 0672.69006

CORP. NAME: GRACELAND PARTNERSHIP converting to: GRACELAND LLC

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- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 521489 **FOR \$** 185.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

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 Section 608.439, *Florida Statutes*.

GP0700000853

FIRST: The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion was: **GRACELAND PARTNERSHIP** (the "Converting Entity").

SECOND: The Converting Entity was first formed as a general partnership under the laws of the State of Florida, on December 23, 1997.

THIRD: The Converting Entity shall be converted to a Florida limited liability company upon the filing of this Certificate and it shall operate under the name **GRACELAND LLC** as set forth in the attached Articles of Organization.

The undersigned executed this Certificate of Conversion on the 24th day of MAY, 2007.

In accordance with Section 608.408(3), *Florida Statutes*, the execution of this Certificate of Conversion constitutes an affirmation under penalties of perjury that the facts stated herein are true.

MEMBERS:


FREDERICK S. JOHNSTON, III


JENIFER ELLIOTT


MARY BRUCE TAAFFE

**ARTICLES OF ORGANIZATION
OF
GRACELAND LLC**

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TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is **GRACELAND LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Principal Office. The mailing and street address of the Company's principal office is 5010 Bayshore Boulevard, Unit 8, Tampa, Florida 33611.

5. Registered Agent and Office. The name of the initial registered agent of the Company is F & L Corp. The street address of the initial registered agent of the Company is One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

6. Management of the Company. The management of the Company shall be vested in the managers of the Company. The initial manager shall be Frederick S. Johnston, Jr., whose address is 5010 Bayshore Boulevard, Unit 8, Tampa, Florida 33611.

7. Operating Agreement. The Manager shall have the exclusive 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.

The undersigned executed these Articles of Organization on the 24th day of May, 2007. (In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



FRED S. RIDLEY
Authorized Representative of Member

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F & L CORP

By: 

Fred S. Ridley, Vice President

Dated: May 24, 2007