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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

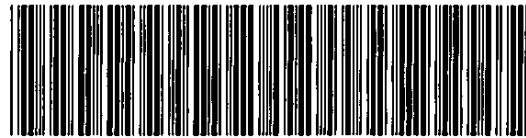
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SECRETARY  
DIVISION  
07 OCT 22 PM 12:17

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** H & G Landholdings, 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:

Randal C. Fairbanks, Esq.  
(Contact Person)

Brennan, Manna & Diamond, PL  
(Firm/Company)

76 S. Laura Street, Suite 2110  
(Address)

Jacksonville, FL 32202  
(City, State and Zip Code)

For further information concerning this matter, please call:

Jane C. Odjakjian at ( 904 ) 366-2232  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input 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 checked="" 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

**CERTIFICATE OF CONVERSION  
FOR CONVERTING A FLORIDA CORPORATION  
INTO A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Sections 607.1112 – 607.1114 et seq. of the Florida Business Corporation Act, H & G Landholdings, Inc., a corporation formed under the laws of the State of Florida on September 13, 1993, hereby submits the following Certificate of Conversion:

1. The names of the business entities that are parties to the conversion are H & G Landholdings, Inc., a Florida corporation, and H & G Landholdings, LLC, a Florida limited liability company. The Articles of Organization for H & G Landholdings, LLC, a Florida limited liability company, are attached hereto as Exhibit "A." Upon the effective date of this Certificate of Conversion and the aforementioned Articles of Organization, H & G Landholdings, Inc., a Florida corporation, shall be converted into H & G Landholdings, LLC, a Florida limited liability company.
2. The effective date of the conversion shall be on the date this Certificate of Conversion is filed with the Department of State.
3. The Plan of Conversion was duly approved by the board of directors and the shareholders of H & G Landholdings, Inc., a Florida corporation, by unanimous written consent.
4. The mailing address and principal office of H & G Landholdings, Inc., a Florida corporation, is: 604 Oak Commons Boulevard, Kissimmee, Florida 34741.
5. H & G Landholdings, Inc., a Florida corporation, has agreed to pay to any shareholder/member having appraisal rights the amount to which such shareholder/member is entitled pursuant to Sections 607.1301-607.1333 of the Florida Business Corporation Act and Sections 608.4351 – 608.43595 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, H & G Landholdings, Inc., a Florida corporation, has caused this Certificate of Conversion to be executed by a duly authorized officer as of this 16th day of October, 2007.

**H & G LANDHOLDINGS, INC.,  
a Florida corporation**

By: Michael A. Karr  
Michael A. Karr  
Its: President

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 OCT 22 PM 12:17

**Exhibit A**  
**Articles of Organization**

**ARTICLES OF ORGANIZATION  
OF  
H & G LANDHOLDINGS, LLC**

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

**ARTICLE I – NAME**

The name of the limited liability company shall be: H & G LANDHOLDINGS, LLC (the "Company").

**ARTICLE II – ADDRESS**

The mailing address and principal office address of the Company shall be: 604 Oak Commons Boulevard, Kissimmee, Florida 34741.

**ARTICLE III – EFFECTIVE DATE; DURATION**

On the date these Articles of Organization are filed with the Department of State, the Company shall exist as a Florida limited liability company. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided by law or pursuant to the terms of the Company's Operating Agreement.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is:

Douglas J. Waller, 604 Oak Commons Boulevard, Kissimmee, Florida 34741.

**ARTICLE V – PURPOSES**

This Company is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE VI – MANAGEMENT**

The Company is to be managed by the Members in accordance with the Company's Operating Agreement. The names and street addresses of the Members of the Company are:

Michael A. Karr, 604 Oak Commons Boulevard, Kissimmee, Florida 34741;

Markus Kornberg, 604 Oak Commons Boulevard, Kissimmee, Florida 34741;

Scott Gordon, 604 Oak Commons Boulevard, Kissimmee, Florida 34741; and

Harald J. Henningsen, 604 Oak Commons Boulevard, Kissimmee, Florida 34741.

## **ARTICLE VII – OPERATING AGREEMENT**

The initial Operating Agreement of the Company shall be adopted by the Members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

## **ARTICLE VIII – MEMBERSHIP INTERESTS; TRANSFER RESTRICTIONS**

The maximum number of membership units which this Company is authorized to have outstanding at any one time is Ten Thousand (10,000). The Members may impose such restrictions on the sale, transfer or encumbrance of such membership interests as they see fit.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as an authorized representative of a member at Jacksonville, Florida on this 17th day of October, 2007.

  
Randal C. Fairbanks  
Authorized Representative

## **ACCEPTANCE OF REGISTERED AGENT**

The undersigned, Randal C. Fairbanks, a member of the entity listed in the Articles of Organization of H & G LANDHOLDINGS, LLC to serve as registered agent for this Company, hereby (i) consents on the entity's behalf to accept service of process for the Company at the place designated in the Articles of Organization, (ii) accepts on the entity's behalf the appointment as registered agent, and (iii) agrees on the entity's behalf that it will act in this capacity. The undersigned further agrees on the entity's behalf that it will comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the position of registered agent.

**BRENNAN, MANNA & DIAMOND, P.L.**

  
Randal C. Fairbanks  
Member

**COPY**

**ARTICLES OF ORGANIZATION  
OF  
H & G LANDHOLDINGS, LLC**

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**ARTICLE I – NAME**

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This Company is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE VI – MANAGEMENT**

The Company is to be managed by the Members in accordance with the Company's Operating Agreement. The names and street addresses of the Members of the Company are:

Michael A. Karr, 604 Oak Commons Boulevard, Kissimmee, Florida 34741;

Markus Kornberg, 604 Oak Commons Boulevard, Kissimmee, Florida 34741;

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as an authorized representative of a member at Jacksonville, Florida on this 17th day of October, 2007.

  
Randal C. Fairbanks  
Authorized Representative

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BRENNAN, MANNA & DIAMOND, P.L.

  
Randal C. Fairbanks  
Member