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BRENNAN, MANNA & DIAMOND

76 South Laura Street ♦ Suite 2110 ♦ Jacksonville, FL 32202 ♦ www.bmdpl.com

Randal C. Fairbanks
Phone: (904) 366-1516
Fax: (904) 366-1501
rcfairbanks@bmdpl.com

VIA FEDEX OVERNIGHT DELIVERY

October 18, 2007

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **K & K Land Holding – St. Cloud, LLC**
Conversion of Corporation to Limited Liability Company

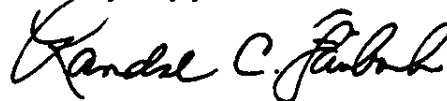
Gentlemen:

Enclosed please find the following original documents for filing:

1. Cover Letter;
2. Certificate of Conversion for Converting a Florida Corporation into a Florida Limited Liability Company;
3. Articles of Organization of **K & K Land Holding – St. Cloud, LLC**.

Also enclosed is our check in the amount of \$185.00, which covers \$25 for the Certificate of Conversion filing, \$125 for the Articles of Organization, \$30 for a certified copy and \$5 for the Certificate of Status.

Very truly yours,



Randal C. Fairbanks

RCF:jco

Enclosures

S:\K & K Land Holding - St. Cloud, LLC\Ltr-conversion docs for filing 10-18-07.doc

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: K & K Land Holding - St. Cloud, 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 Odjakjian at (904) 366-2322
(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
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
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, K & K Land Holding - St. Cloud, Inc., a corporation formed under the laws of the State of Florida on April 7, 1988, hereby submits the following Certificate of Conversion:

1. The names of the business entities that are parties to the conversion are K & K Land Holding - St. Cloud, Inc., a Florida corporation, and K & K Land Holding - St. Cloud, LLC, a Florida limited liability company. The Articles of Organization for K & K Land Holding - St. Cloud, 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, K & K Land Holding - St. Cloud, Inc., a Florida corporation, shall be converted into K & K Land Holding - St. Cloud, 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 K & K Land Holding - St. Cloud, Inc., a Florida corporation, by unanimous written consent.

4. The mailing address and principal office of K & K Land Holding - St. Cloud, Inc., a Florida corporation, is: 604 Oak Commons Boulevard, Kissimmee, Florida 34741.

5. K & K Land Holding - St. Cloud, 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, K & K Land Holding - St. Cloud, 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.

**K & K LAND HOLDING - ST. CLOUD, INC.,
a Florida corporation**

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

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Exhibit A
Articles of Organization

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**ARTICLES OF ORGANIZATION
OF
K & K LAND HOLDING - ST. CLOUD, 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: **K & K LAND HOLDING - ST. CLOUD, 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:

Michael A. Karr, 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;

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

Francisco Noda, 604 Oak Commons Boulevard, Kissimmee, Florida 34741.

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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.

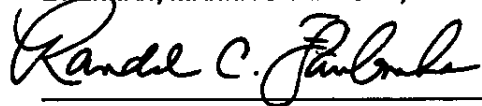
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as an authorized representative of a member at Jacksonville, Florida on this 17th day of October, 2007.


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 K & K LAND HOLDING - ST. CLOUD, 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

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