

L07000127383

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

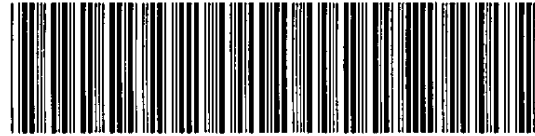
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400113263904

12/27/07--01005--018 \*\*150.00

RECEIVED  
07 DEC 27 AM 11:14  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/07

FILED  
07 DEC 27 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PK  
12/27

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

FILING COVER SHEET  
ACCT. #FCA-14

EFFECTIVE DATE 12/31/07

FILED  
07 DEC 27 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: ASHLEY SMITH

DATE: 12-27-2007

REF. #: 000164.79061

CORP. NAME: SHADOWBAY PARTNERS, LTD.

- |  |   |  |
|--|---|--|
| <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: CERTIFICATE OF CONVERSION |   |  |

STATE FEES PREPAID WITH CHECK# 524126 FOR \$ 180.00

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 type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

EFFECTIVE DATE 12/31/07

**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO**

**FLORIDA LIMITED LIABILITY COMPANY**

**FILED**  
07 DEC 21 PM 2:02  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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:

SHADOWBAY PARTNERS, LTD.

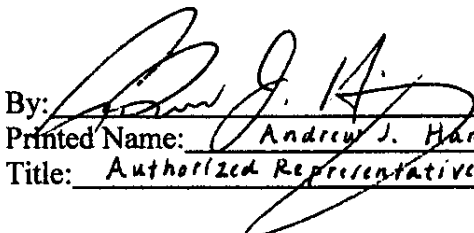
2. The "Other Business Entity" is a limited partnership organized under the laws of the State of Texas on December 27, 1999.

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization** is:

SHADOWBAY PARTNERS, LLC

4. The effective date of this Certificate of Conversion shall be December 31, 2007.

Signed this 26<sup>th</sup> day of December 2007.

By:   
Printed Name: Andrew J. Hannigan  
Title: Authorized Representative

EFFECTIVE DATE 12/31/07

ARTICLES OF ORGANIZATION  
OF  
SHADOWBAY PARTNERS, LLC

ARTICLE I

Name and Duration

The name of this limited liability company is SHADOWBAY PARTNERS, LLC (the "Company"). The duration of the Company shall commence on December 31, 2007 and shall be perpetual.

ARTICLE II

Principal Office and Mailing Address

The street address of the principal office of the Company is 300 South Interlachen Avenue, Unit 401, Winter Park, Florida 32789 and the mailing address of the Company is 300 South Interlachen Avenue, Unit 401, Winter Park, Florida 32789, or such other place as the manager of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 300 South Interlachen Avenue, Unit 401, Winter Park, Florida 32789. The name of the registered agent at such address is Andrew J. Hannigan.

ARTICLE IV

Manager

The name and address of the manager of the Company is Jennifer Hannigan, 475 Timber Ridge, Longwood, Florida 32779.

ARTICLE V

Effective Date

The effective date of these Articles of Organization of the Company is December 31, 2007.

By: 

Printed Name: Andrew J. Hannigan

Its: Authorized Representative

FILED  
07 DEC 27 PM 2:02  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

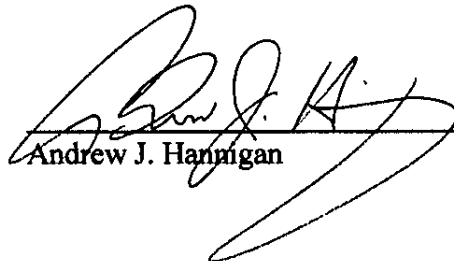
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, SHADOWBAY PARTNERS, LLC 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 SHADOWBAY PARTNERS, LLC.
2. The name and address of the registered agent and office is: Andrew J. Hannigan, 300 South Interlachen Avenue, Unit 401, Winter Park, Florida 32789.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated this 31st day of December, 2007.

  
\_\_\_\_\_  
Andrew J. Hannigan