

LO8000006125

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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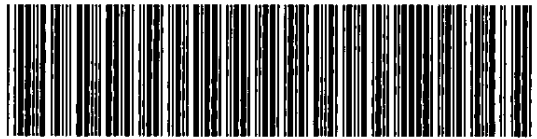
(Business Entity Name)

(Document Number)

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

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390 NORTH ORANGE AVENUE  
SUITE 1400  
ORLANDO, FLORIDA 32801  
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EMAIL: sprince@broadandcassel.com

January 4, 2008

**VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED**

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: WNM Properties, LLC

Dear Sir or Madam:

Enclosed herewith, please find an original and one copy of the following documents for filing with your office:

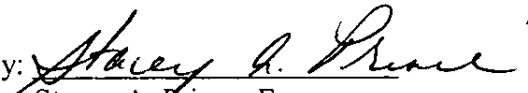
1. Certificate of Conversion of M&W Properties to WNM Properties, LLC;
2. Articles of Organization of WNM Properties, LLC;
3. Certificate of Designation of Registered Agent/Registered Office; and
4. a check in the amount of \$150.00.

Please file these documents with your office and return a stamped filed copy to our office, using the enclosed self addressed stamped envelope.

Should you have any questions, please do not hesitate to contact the undersigned. I thank you in advance for your kind and courteous attention to this matter.

Sincerely,

BROAD AND CASSEL

By:   
Stacey A. Prince, Esq.

SAP:jlh

Enclosures

cc: Mr. Walter O. Meloon (VIA ELECTRONIC MAIL)

**CERTIFICATE OF CONVERSION**  
**OF**  
**M & W PROPERTIES**  
**(a Florida general partnership)**  
**TO**  
**WNM PROPERTIES, LLC,**  
**(a Florida limited liability company)**

Pursuant to the provisions of Chapters 608 and 620 of the Florida Statutes, this Certificate of Conversion and attached Articles of Organization are submitted to convert M & W Properties (a/k/a M & W, and M & W Partnership), a Florida general partnership (the "Partnership"), into WNM Properties, LLC, a Florida limited liability company.

1. The Partnership was formed on the 15<sup>th</sup> day of March, 1985, and is controlled by the Partnership Agreement entered into on the 15<sup>th</sup> day of March, 1985 by the original general partners of the Partnership.
2. The name of the general partnership prior to conversion to a limited liability company is M & W Properties (a/k/a M & W Partnership).
3. The name of the limited liability company into which the Partnership will convert shall be WNM Properties, LLC.
4. The plan of conversion was approved by all of the partners of the Partnership as required by Chapter 620, Florida Statutes.
5. The effective date of this Certificate of Conversion shall be the 28<sup>th</sup> day of December, 2007.

**[SIGNATURES ON NEXT PAGE]**

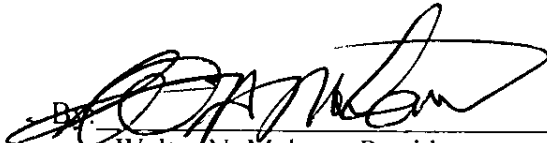
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IN WITNESS WHEREOF, this Certificate of Conversion has been executed and is effective as of the 28<sup>th</sup> day of December, 2007.

**PARTNERS:**

SOUTHEAST CORRECT CRAFT,  
INC., a Florida corporation


WALTER N. MELOON, as Trustee of  
the WALTER N. MELOON FAMILY  
TRUST dated June 27, 1997, as amended  
and restated

  
By: \_\_\_\_\_  
Walter N. Meloon, President

  
By: \_\_\_\_\_  
Walter N. Meloon, Trustee

WALTER N. MELOON, as Trustee of  
the SEPARATE GST EXEMPT  
TRUST for the PRIMARY BENEFIT  
of WALTER N. MELOON created  
pursuant to Article X of the WALTER  
O. MELOON REVOCABLE LIVING  
TRUST dated December 13, 1988, as  
amended and restated

WALTER N. MELOON, as Trustee of  
the SEPARATE NON-GST EXEMPT  
TRUST for the PRIMARY BENEFIT of  
WALTER N. MELOON created pursuant  
to Article X of the WALTER O.  
MELOON REVOCABLE LIVING  
TRUST dated December 13, 1988, as  
amended and restated

  
By: \_\_\_\_\_  
Walter N. Meloon, Trustee

  
By: \_\_\_\_\_  
Walter N. Meloon, Trustee

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**ARTICLES OF ORGANIZATION**

**OF**

**WNM PROPERTIES, LLC**

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The undersigned, acting as the organizer of WNM Properties, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is WNM Properties, LLC (the "Company").

**ARTICLE II - Address:**

The mailing and street address of the Company is 6109 Matchett Road, Orlando, Florida 32809.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by its Member(s), unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the written consent of the then existing Members of the Company owning a majority of the outstanding percentage interest in the Company.

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

#### **ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Walter N. Meloon, and the street address of the Company's initial registered office is 6109 Matchett Road, Orlando, Florida 32809.

#### **ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

#### **ARTICLE IX - Indemnification:**

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

#### **ARTICLE X - Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

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IN WITNESS WHEREOF, the undersigned, Authorized Representative has executed these Articles of Organization effective as of the 25<sup>th</sup> day of December, 2007.



Walter N. Meloon

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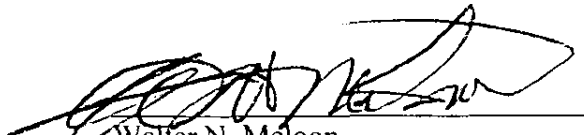
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 WNM Properties, LLC.
2. The name and address of the registered agent and office is:

Walter N. Meloon  
6109 Matchett Road  
Orlando, Florida 32809

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 of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Walter N. Meloon

Dated this 28<sup>th</sup> day of December, 2007.

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