

LD8000044112

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

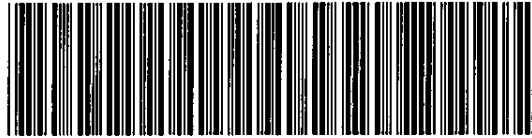
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500126126075

RECEIVED
08 MAY -2 PM 2:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
MAY 5 2008
EXAMINER

FILED
08 MAY -2 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 555895 4329479

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 150.00

FILED
08 MAY -2 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 2, 2008

ORDER TIME : 1:45 PM

ORDER NO. : 555895-005

CUSTOMER NO: 4329479

CONVERSION FILING

NAME: TEMPUS RESORTS REALTY, LLC

XX_____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley - EXT. 2930

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA LIMITED LIABILITY COMPANY**

FILED
08 MAY -2 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

A9800001889

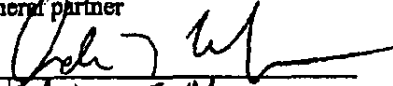
1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is TEMPUS RESORTS REALTY, LTD.
2. The Other Business Entity is a limited partnership first organized under the laws of the State of Florida on August 6, 1998.
3. The Other Business Entity is converting into TEMPUS RESORTS REALTY, LLC, a Florida limited liability company (the "LLC"), to be formed pursuant to the attached Articles of Organization.
4. The conversion of the Other Business Entity into the LLC is in compliance with Chapter 608, Florida Statutes.
5. The conversion shall become effective upon the date of the filing of this Certificate of Conversion and the attached Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be executed on the 1 day of May, 2008.

TPI HOLDINGS, LLC, a Florida limited liability
company, member

By: Tempus Palms International, Ltd., a Florida
limited partnership, its managing member

By: Tempus Marketing International, LLC
a Florida limited liability company,
its general partner

By: 
Name: Andrew T. Marsalis
Title: Vice President

**ARTICLES OF ORGANIZATION
OF
TEMPUS RESORTS REALTY, LLC**

ARTICLE I

Name and Duration

The name of this limited liability company is Tempus Resorts Realty, LLC (the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and the street address of the principal office of the Company is 7380 Sand Lake Road, Suite 600, Orlando, Florida 32819, or such other place as the members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

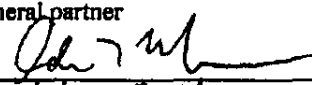
The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32802-0112. The name of the registered agent at such address is A.G.C. Co.

DATED as of the 1 day of May, 2008.

TPI HOLDINGS, LLC, a Florida limited liability
company, member

By: Tempus Palms International, Ltd., a Florida
limited partnership, its managing member

By: Tempus Marketing International, LLC
a Florida limited liability company,
its general partner

By: 
Name: Andrew T. Marcus
Title: Vice President

FILED
08 MAY -2 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 608.415, Florida Statutes, Tempus Resorts Realty, 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 Tempus Resorts Realty, LLC.
2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32802-0112.

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, by and through its duly elected officer, 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 its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: May 2, 2008.

A.G.C. CO.

By: 
Jeffrey E. Decker, Vice President