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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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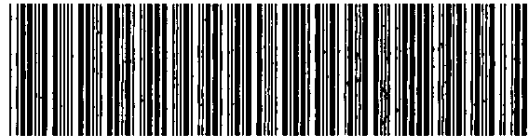
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 JUN 11 PM 2:19

J. BRYAN

JUN 12 2008

EXAMINER



4100 Legendary Drive, Suite 200  
Destin, FL 32541  
Tel: 850.337.8000  
Fax: 850.337.8001  
Email: [wparker@legendaryinc.com](mailto:wparker@legendaryinc.com)  
[www.legendaryinc.com](http://www.legendaryinc.com)

June 3, 2008

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

FILED STATE  
SECRETARY OF CORPORATIONS  
08 JUN 11 PM 2:15

RE: Conversion of Legendary Hotels, Inc. into  
Legendary Hotels, LLC

Gentlemen:

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 Florida Statutes, Section 608.439.

We enclose our check in the amount of \$150.00 to cover the filing fees as follows:

\$ 25.00	Filing of Certificate of Conversion
<u>\$125.00</u>	Filing of Articles of Organization
\$150.00	

Please direct all correspondence and requests for further information concerning this matter to the undersigned at the address, phone number or email address shown on the letterhead above. Thank you.

Sincerely,

Wendy Parker  
Corporate Secretary

Enclosures

**CERTIFICATE OF CONVERSION**  
for  
**LEGENDARY HOTELS, INC.**  
into  
**LEGENDARY HOTELS, LLC**

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DIVISION OF CORPORATIONS  
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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following (the "**Other Business Entity**") into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the **Other Business Entity** immediately prior to the filing of this Certificate of Conversion is:

**LEGENDARY HOTELS, INC.**

2. The **Other Business Entity** is a Florida corporation, first organized, formed or incorporated under the laws of the State of Florida on ~~March 2~~, 2004 under certificate number ~~P04000039523~~  
*August 03, 2004*

*P04000113708*

3. The jurisdiction of the **Other Business Entity** has not changed since its formation.

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

**LEGENDARY HOTELS, LLC**

5. The effective date of this conversion is the date of the filing of this Certificate.

IN WITNESS whereof, this Certificate has been executed this 21<sup>st</sup> day of April, 2008.

**LEGENDARY HOTELS, INC.**

By: \_\_\_\_\_

Peter H. Bos, President

**ARTICLES OF ORGANIZATION**  
**OF**  
**LEGENDARY HOTELS, LLC**

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SECRETARY OF CORPORATIONS  
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In accordance with the provisions of the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, (the "Act") the undersigned, sole organizer of a Florida limited liability company, and an authorized representative of a Member of the Company hereby files these Articles of Organization:

**ARTICLE I -- NAME**

The name of the limited liability company is **LEGENDARY HOTELS, LLC** (the "Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company in the State of Florida is, 4100 Legendary Drive, Suite 200, Destin, Florida 32541.

**ARTICLE III -- REGISTERED AGENT & OFFICE**

The name and address of the Company's registered agent is Mitchell W. Legler, 300A Wharfside Way, Jacksonville, Florida, 32207. The Company may designate another registered agent at any time.

**ARTICLE IV -- MANAGEMENT**

The Company shall be managed by a Board of Directors and officers elected by the Board of Directors all as provided in the Limited Liability Company Agreement of the Members. This Company is not managed by one or more managers and is therefore not a manager-managed company.

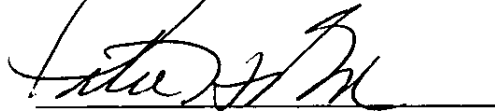
**ARTICLE V -- OWNERSHIP**

Ownership interests in the Company by its Members shall be held in Shares which shall be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of Shares are restricted by the terms of the Limited Liability Company Agreement among the Members of the Company.

## ARTICLE VI -- AGREEMENT

The management, operation and ownership of the Company shall be governed by a Limited Liability Company Agreement, the power to adopt, alter amend or repeal which shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 29<sup>th</sup> of April, 2008, and, in accordance with section 608.408, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.

  
Peter H. Bos, President

## ACCEPTANCY BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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 as provided for in Chapter 608, Florida Statutes.

  
MITCHELL W. LEGLER

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