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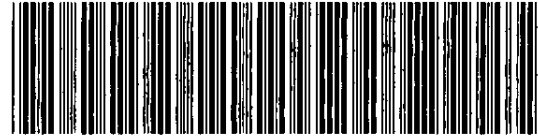
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EXAMINER

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**FISHER, TOUSEY, LEAS & BALL**  
ATTORNEYS AT LAW

August 27, 2008

**Via Federal Express**

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

Re: Certificate of Conversion

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion (the "**Certificate**") for Linkside Capital Holdings, Ltd., LLLP (the "**Partnership**") converting the Partnership from a Florida limited liability limited partnership to a Florida limited liability company. Also enclosed is a check made payable to the Florida Department of State in the amount of **\$150.00** for the required filing fees. Please send me confirmation once the Certificate has been filed.

Please contact me, at (904) 356-2600, with any questions you may have.

Sincerely,

Stefan R. Shubert  
Paralegal

Enclosures

srs/192032

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TALLAHASSEE, FLORIDA

## CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, Linkside Capital Holdings, Ltd., LLLP, a Florida limited liability limited partnership (the "*Partnership*"), hereby submits the attached Articles of Organization for Linkside Capital Holdings, LLC, a Florida limited liability company (the "*Company*"), and this Certificate of Conversion to convert the Partnership into a Florida limited liability company.

FIRST: The name of the limited partnership immediately prior to filing this Certificate of Conversion was Linkside Capital Holdings, Ltd., LLLP. ACI-1146

SECOND: The date on which and the jurisdiction in which the limited liability limited partnership was first created or otherwise came into being are:

A. Date: August 27, 2001

B. Jurisdiction: Florida

Immediately prior to filing this Certificate of Conversion, the Partnership was a Florida limited liability limited partnership.

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is Linkside Capital Holdings, LLC.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

LINKSIDE CAPITAL HOLDINGS, LTD., LLLP,  
a Florida limited liability limited partnership

By: 

John D. Moffitt, General Partner

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TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

*of*

### LINKSIDE CAPITAL HOLDINGS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

#### ARTICLE I

##### NAME AND ADDRESS

The name of the limited liability company shall be Linkside Capital Holdings, LLC (the "*Company*"). The mailing and street address of the principal address of the Company in Florida shall be 1351 13<sup>th</sup> Avenue South, Suite 130, Jacksonville Beach, Florida 32250.

#### ARTICLE II

##### PURPOSES AND POWERS

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### ARTICLE III

##### REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are John D. Moffitt, 1351 13<sup>th</sup> Avenue South, Suite 130, Jacksonville Beach, Florida 32250.

#### ARTICLE IV

##### ADMISSION OF MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

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## ARTICLE V

### TERMINATION OF EXISTENCE

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

## ARTICLE VI

### MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The name and address of the initial manager shall be:

John D. Moffitt  
1351 13<sup>th</sup> Avenue South, Suite 130  
Jacksonville Beach, Florida 32250

## ARTICLE VII

### DURATION AND COMMENCEMENT

The Company shall exist perpetually. The Company's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Company's existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned representative of a member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 26<sup>th</sup> day of August, 2008.

  
John D. Moffitt

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

Pursuant to the provisions of the Florida Statutes, Linkside Capital Holdings, LLC, a Florida limited liability company (the "*Company*"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is: Linkside Capital Holdings, LLC.
2. The name and address of the registered agent and office are John D. Moffitt, 1351 13<sup>th</sup> Avenue South, Suite 130, Jacksonville Beach, Florida 32250.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the 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, as provided for in the Florida Limited Liability Company Act.

DATED: This 26<sup>th</sup> day of August, 2008.

  
\_\_\_\_\_  
John D. Moffitt

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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