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(Requestor's Name)

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(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

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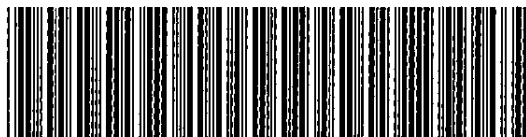
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer:

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09/24/08--01022--004 \*\*180.00

**FILED**

2008 SEP 24 A 10:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**T. HAMPTON**

SEP 25 2008

**EXAMINER**

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Beach Development, LLC  
(Name of Resulting Florida Limited Company)

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 s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Robert W. Hendrickson, III  
(Contact Person)

Robert W. Hendrickson, III, PA  
(Firm/Company)

7051 Manatee Avenue West  
(Address)

Bradenton, FL 34209  
(City, State and Zip Code)

For further information concerning this matter, please call:

Robert W. Hendrickson, III at (941) 795-0500  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☒ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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2009 SEP 24 A 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION  
FOR BEACH DEVELOPMENT, INC.  
INTO  
BEACH DEVELOPMENT, LLC

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 of the Florida Statutes.

Beach Development, Inc., and Beach Development, LLC, hereby certify that:

1. The name of the "other business entity" immediately prior to the filing of this Certificate of Conversion is Beach Development, Inc., a Florida corporation.

2. The "other business entity" is a Florida corporation first organized, formed, or incorporated under the laws of the State of Florida on October 29, 1997.

3. The name of the Florida limited liability company as set forth on the attached Articles of Organization is Beach Development, LLC.

4. This conversion shall be effective upon filing this Certificate of Conversion and the attached Articles of Organization with the Florida Department of State.

5. The "other business entity" hereby certifies to the following pursuant to Section 607.1113 of the Florida Statutes:

(a) The corporation has been converted to a limited liability company in compliance with Chapter 607 of the Florida Statutes, and the conversion complies with the applicable laws governing the limited liability company.

(b) A Plan of Conversion has been approved by the corporation in accordance with Chapter 607 of the Florida Statutes.

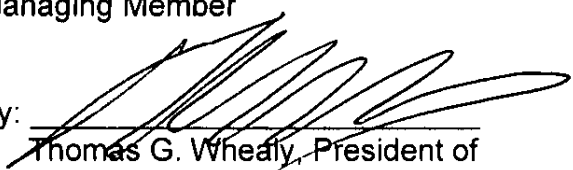
(c) The effective date of the conversion shall be the date this Certificate of Conversion is filed with the Florida Department of State.

(d) The principal office of the limited liability company is 715 6<sup>th</sup> Avenue West, Bradenton, FL 34205.

(e) The limited liability company has agreed to pay any shareholders having appraisal rights the amounts to which are entitled pursuant to Sections 607.1301 through 607.1333 of the Florida Statutes.

Dated this 17<sup>th</sup> day of September, 2008.

Beach Development, LLC, a Florida limited liability company  
By: Sunnylea Corporation -  
Managing Member

By:   
Thomas G. Whealy, President of  
Sunnylea Corporation

Beach Development,  
Florida corporation

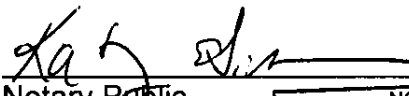
By:   
Robert W. Hendrickson, III  
Vice-President

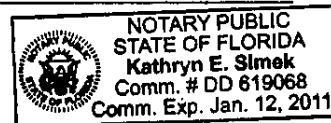
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
COUNTY OF MANATEE

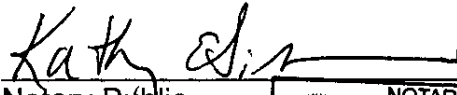
The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of September, 2008, by Thomas G. Whealy, the President of Sunnylea Corporation, in its capacity as the Managing Member of Beach Development, LLC. He is personally known to me or has produced \_\_\_\_\_ as identification and did not take an oath.

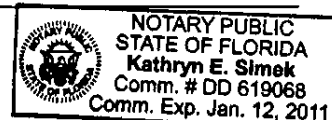
  
Notary Public  
Notary Seal:



STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of September, 2008, by Robert W. Hendrickson, III, the Vice President of Beach Development, Inc., on behalf of the corporation. He is personally known to me and did not take an oath.

  
Notary Public  
Notary Seal:



ARTICLES OF ORGANIZATION  
FOR  
BEACH DEVELOPMENT, LLC

The undersigned, acting as the authorized representative of the organizing Members of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is Beach Development, LLC, a Florida limited liability company.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence upon filing these Articles of Organization with the Florida Department of State, and shall continue perpetually unless dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Purpose

The Company is created to conduct any lawful business under the laws of the State of Florida.

ARTICLE IV

Principal Office

The mailing address and the street address of the principal office of the Company shall be 715 6<sup>th</sup> Avenue West, Bradenton, FL 34205.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

### Registered Agent and Office

The initial registered agent for the Company for service of process shall be Robert W. Hendrickson, III, and the address of the registered agent shall be 11111 11th Avenue West, Bradenton, FL 34209.

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TALLAHASSEE, FLORIDA

## ARTICLE VI

### Management of Business

The Company shall be managed by a Manager. Sunnylea Corporation, 3917 Boca Pointe Drive, Sarasota, FL 34238, will serve as the initial Manager of the Company. Subsequent Managers will be appointed as provided in the Operating Agreement. Subject to the provisions and limitations set forth in the Operating Agreement, the Manager shall have the authority to execute on behalf of the Company any and all agreements, deeds, mortgages, security interests, conditional sales contracts, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, affidavits, and documents as are necessary, reasonable, or desirable to convey or encumber title to any real or personal property of the Company. The signature and execution of such documents by the Manager shall clearly set forth that the execution is on behalf of the Company, and that the Manager is signing on behalf of the Company.

## ARTICLE VII

### Membership Classes

The Company shall have two (2) classes of membership designated Class A and Class B. The rights and obligations of each membership class shall be set forth in the Operating Agreement.

## ARTICLE VIII

### Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act unless limited by these Articles of Organization or the Operating Agreement.

## ARTICLE IX

### Property

(a) Ownership. All funds paid to the Company as contributions to capital by the Members, and all property acquired by the Company by purchase or otherwise, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

## ARTICLE X

### Amendments

These Articles may be amended or restated at any time by the unanimous vote or consent of the Class A Members, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

## ARTICLE XI

### Operating Agreement

An Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth therein.

## ARTICLE XII

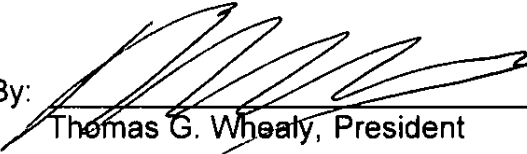
### Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by a Manager of the Company, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also a Manager.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

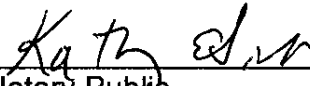
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 17<sup>th</sup> day of September, 2008.

Sunnylea Corporation

By:   
Thomas G. Whealy, President

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this \_\_\_\_ day of September, 2008, by Thomas G. Whealy, the President of Sunnylea Corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did not take an oath.

  
Notary Public  
Notary Seal:



CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT  
FOR BEACH DEVELOPMENT, LLC

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

  
Robert W. Hendrickson, III