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W08-46807

J. BRYAN OCT 10 2008

J. BRYAN

OCT 20 2008

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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October 10, 2008

DANIELLE V. PUCKETT  
STEVEN M. CHAMBERLAIN, P.A.  
2425 PINEAPPLE AVENUE, SUITE 408  
MELBOURNE, FL 32935

SUBJECT: BOARDWALK AT APLEYARD I, LLC  
Ref. Number: W08000046807

We have received your document for BOARDWALK AT APLEYARD I, LLC and your check(s) totaling \$1050.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 208A00053360

CERTIFICATE OF CONVERSION

#P04000133488

1. Pursuant to Florida Statutes §608.439, et. seq., BOARDWALK AT APLEYARD I, INC., a Florida corporation, has been converted into a Florida limited liability company by the name of BOARDWALK AT APLEYARD I, LLC.

2. The conversion complies with the applicable laws governing Florida limited liability companies.

3. The conversion was approved by the Board of Directors and all of the stockholders of the corporation in accordance with the terms of Chapter 608, Florida Statutes.

4. The effective date of the conversion shall be upon the filing of this Certificate of Conversion.

5. A copy of the Plan of Conversion and the Articles of Organization of the limited liability company are attached hereto.

6. The address of the principal office of the limited liability company is 3600 NW 43rd Street, Ste C-1, Gainesville, FL 32606-8127.

7. The limited liability company has agreed to pay any shareholders having appraisal rights by virtue of the conversion.

BOARDWALK AT APLEYARD I, INC.

By: Waldemar F. Kissel, Jr.

WALDEMAR F. KISSEL, JR., its President

10-1, 2008

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### PLAN OF CONVERSION

1. The name of the Florida corporation which is being converted pursuant to Florida Statutes §608.439 is BOARDWALK AT APLEYARD I, INC. The name and jurisdiction of the other entity into which the corporation is being converted is BOARDWALK AT APLEYARD I, LLC, a Florida limited liability company.

2. The terms and conditions of the conversion are that the conversion shall be effective upon the filing of the Certificate of Conversion and the attached Articles of Organization, at which time each of the outstanding shares of stock of the corporation shall be automatically converted into a proportionate membership interest in the limited liability company.

3. Attached hereto are the Articles of Organization of the limited liability company.

BOARDWALK AT APLEYARD I, INC.

By: Waldemar F. Kissel Jr  
WALDEMAR F. KISSEL, JR., its President  
10-1, 2008

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**ARTICLES OF ORGANIZATION OF  
BOARDWALK AT APPELYARD I, LLC**

1. Name. The name of the limited liability company (hereinafter "company") is BOARDWALK AT APPELYARD I, LLC.
2. Existence. The company shall have perpetual existence. The company shall commence existence upon filing of these Articles by the Secretary of State of Florida.
3. Location. The mailing address and street address of the company are both 3600 NW 43rd Street, Ste C-1, Gainesville, FL 32606-8127.
4. Registered Agent. The street address in the State of Florida of the initial registered office of the company is 3600 NW 43rd Street, Ste C-1, Gainesville, FL 32606-8127 and the name of its initial registered agent at such address is WALDEMAR F. KISSEL, JR.
5. Management. The company shall be managed by one or more Managers as set forth in the Membership Agreement. The initial Manager and his address are WALDEMAR F. KISSEL, JR., 3600 NW 43rd Street, Ste C-1, Gainesville, FL 32606-8127.

The undersigned, being a member of the company, for the purpose of forming a Florida limited liability company to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true and hereby accepts his appointment as registered agent for BOARDWALK AT APPELYARD I, LLC and declares that he is familiar with and accepts the duties and obligations as registered agent as provided for in chapter 608 Florida Statutes (2007).

  
WALDEMAR F. KISSEL, JR.  
10-1, 2008

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