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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

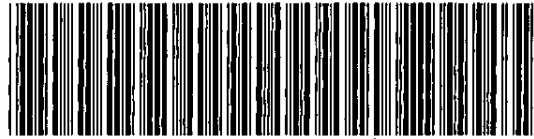
P04- 79390

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OCT 27 2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2008

SAMUEL L. LEPRELL
1930 SAN MARCO BOULEVARD
SUITE 201, ST. MARKS PLACE
JACKSONVILLE, FL 32207

SUBJECT: B AND B PROPERTIES OF JACKSONVILLE, INC.
Ref. Number: P04000079390

We have received your document for B AND B PROPERTIES OF JACKSONVILLE, INC. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The converting Florida entity must be active on our records.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 908A00054173

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Dames Point Holdings, LLC **1**
(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:

Samuel L. LePrell
(Contact Person)

(Firm/Company)

1930 San Marco Boulevard, Suite 201, St. Mark's Place
(Address)

Jacksonville, Florida 32207
(City, State and Zip Code)

For further information concerning this matter, please call:

Samuel L. LePrell at (904) 390-2705
(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

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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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 s.608.439, Florida Statutes.

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

B and B Properties of Jacksonville, Inc.

PO4-79390

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on May 13, 2004

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

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


Dames Point Holdings, LLC

(Enter Name of Florida Limited Liability Company)

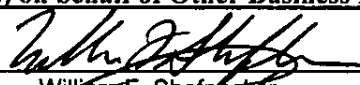
5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

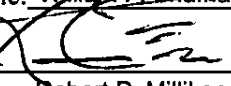
Signed this 1st day of October 2008.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: William F. Shafnacker Title: Managing Member

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 
Printed Name: William F. Shafnacker Title: President

Signature: 
Printed Name: Robert P. Milliken Title: Vice President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION
OF
DAMES POINT HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **DAMES POINT HOLDINGS, LLC** (the "Company").

ARTICLE II - PURPOSE

The Company may engage in any lawful business.

ARTICLE III - ADDRESS

The mailing address of the Company is 5201 Atlantic Boulevard, Suite 201, Jacksonville, Florida 32207.

The street address of the principal office of the Company is 5201 Atlantic Boulevard, Suite 201, Jacksonville, Florida 32207.

ARTICLE IV - DURATION

The Company shall commence its existence effective upon the filing of these Articles of Organization with the Florida Secretary of State's office. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Company's Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Samuel L. LePrell, Suite 201, St. Mark's Place, 1930 San Marco Boulevard, Jacksonville, Florida 32207.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company \$1,000.00 in cash.

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Company's Operating Agreement.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

Except as set forth in the Company's Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her or its interest in the Company as set forth in the Company's Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her or its interest approve of the proposed transfer by written consent.

ARTICLE IX - MEMBER'S RIGHT TO CONTINUE BUSINESS

The Company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company.

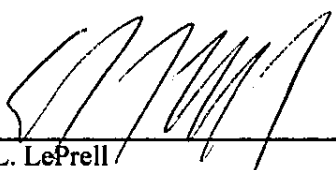
ARTICLE X - MANAGEMENT

The Company shall be managed by its Members in accordance with the Company's Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Company's Operating Agreement may contain any provisions for the operation, operation, regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the sole member of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Dames Point Marina, Inc., a Florida corporation	5201 Atlantic Boulevard Suite 201 Jacksonville, Florida 32207

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Jacksonville, Florida, on October 15, 2008.

Signature of a member or an authorized representative of a member.



Samuel L. LePrell

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

Samuel L. LePrell

Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY DAMES POINT HOLDINGS, LLC, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is Dames Point Holdings, LLC.
2. The name and the Florida street address of the registered agent and office are:
Samuel L. LePrell
1930 San Marco Blvd., Suite 201, Jacksonville, Florida 32207

Having been named as registered agent and to accept service of process for the above stated limited liability 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 Chapter 608, Florida Statutes.



Samuel L. LePrell
Registered Agent

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TALLAHASSEE FLORIDA