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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

(Document Number)

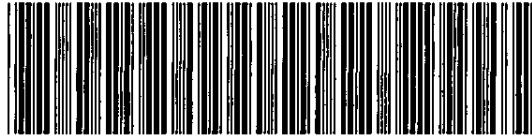
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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EXAMINER

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12/30/08--01026--008 **25.00

12/22/08--01062--010 **125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 DEC 29 PM 12:45

FILED

MEMORANDUM

TO: Division of Corporations
FROM: Jennifer Nieves
DATE: December 19, 2008
RE: Filing

Please file attached Articles of Organization and Certificate of Conversion. Included is a check in the amount of \$125 for Filing Fee.

Please call me at 305-444-6220 if you have any questions.

Thank you,

Jennifer Nieves

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2008 DEC 29 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 23, 2008

JENNIFER NIEVES
255 ALHAMBRA CIR. SUITE 850
CORAL GABLES, FL 33134

SUBJECT: BAY POINTE HOMES LLC
Ref. Number: W08000056542

2008 DEC 29 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for BAY POINTE HOMES LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the Certificate of Conversion and Articles of Organization total \$150.00 (\$25 filing fee for the Certificate of Conversion, \$100 filing fee for the Articles of Organization, and \$25 for the Registered Agent Designation). Enclose an additional \$30 for each certified copy requested and an additional \$5 for each certificate of status requested.

There is a balance due of \$25.00.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 008A00061452

**CERTIFICATE OF CONVERSION
FOR
BAY POINTE HOMES CORP.
INTO
A FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert Bay Pointe Homes Corp, a Florida profit corporation (the "Other Business Entity," into Bay Pointe Homes LLC, a Florida limited liability company, as hereinafter set forth, all in accordance with Sections 608.439, 608.408 and 608.407, Florida Statutes.

1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is **Bay Pointe Homes Corp.**
2. The Other Business Entity is a profit corporation first incorporated under Chapter 607, Florida Statutes, on March 1, 1988.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization into which the Other Business Entity is being converted is **Bay Pointe Homes LLC**, a limited liability company organized under Chapter 608, Florida Statutes.
4. The conversion of the Other Business Entity into Bay Pointe Homes LLC was approved as required by Chapter 607, Florida Statutes, and was approved in such a manner that complied with the Other Business Entity's Articles of Incorporation, its Bylaws and other applicable law.
5. The conversion is to be effective as of date of filing.

Dated as of December 15, 2008.

Bay Pointe Homes Corp.

By: 
Gerald F. Blake, President / Director

Date: December 15, 2008

Bay Pointe Homes LLC.

By: 
Gerald F. Blake, Member

Date: December 15, 2008

2008 DEC 29 PM 12:45
CLERK OF COURT
HALL COUNTY, FLORIDA

FILED

FILED

2008 DEC 29 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BAY POINTE HOMES LLC**

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

ARTICLE I - NAME

The name of the limited liability company shall be BAY POINTE HOMES LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 1764 Sealark Lane, Navarre, FL 32566.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the regulations adopted by the members.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the 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 V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Gerald F. Blake, 2727 South Ocean Boulevard # 1506, Highland Beach, FL 33487.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization this 15 day of December, 2008.


Gerald F. Blake, Member

FILED

2008 DEC 29 PM 12:47

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

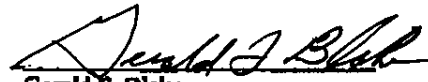
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.**

1. The name of the limited liability company is BAY POINTE HOMES, LLC.
2. The name and address of the registered agent and office is:

Gerald F. Blake
2727 South Ocean Boulevard # 1506
Highland Beach, FL 33487

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.


Gerald F. Blake