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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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2009 MAR -4 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAR -5 2009
EXAMINER

SLOTT, BARKER & NUSSBAUM

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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JACKSONVILLE, FLORIDA 32202
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* CERTIFIED CIRCUIT CIVIL MEDIATOR
** BOARD CERTIFIED REAL ESTATE LAWYER

March 2, 2009

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Conversion for "Other Business Entity" into Florida Limited Liability Company.

Dear Ladies and Gentlemen:

Enclosed are the following documents: Cover Letter, Certificate of Conversion for "Other Business Entity" into Florida Limited Liability Company, Articles of Organization, and the Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon whom Process May be served.

I also enclose a check in the amount of \$155.00 for filing fees, and Certificate of Status. Please return all correspondence concerning this matter to our offices in the enclosed self-addressed stamped envelope.

If you have any questions please call.

Sincerely,



Casie Schweitzer
Assistant to Hollyn J. Foster

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Enclosures

Copy to:

Philip Leeber

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Oak Harbour Investments, 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:

Hollyn J. Foster

(Contact Person)

Slott, Barker & Nussbaum

(Firm/Company)

334 E Duval Street

(Address)

Jacksonville, FL 32202

(City, State and Zip Code)

For further information concerning this matter, please call:

Hollyn J. Foster

at (

904

353-0033

(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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SECRETARY OF STATE
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: Oak Harbour Investments, Inc.
2. The "other Business Entity" is a corporation, first organized , formed or incorporated under the laws of Florida, on October 2, 2007.
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: Oak Harbour Investments, LLC.
5. Oak Harbour Investments, LLC is to be effective as of the date of filing.

Signed this 3rd day of February, 2009.

Signature of Member or Authorized Representative of the Limited Liability Company

Oak Harbour Investments, LLC

By: _____

Philip W. Leeber

Its Managing Member

Signature on behalf of Other Business Entity

Oak Harbour Investments, Inc.

By: _____

Philip W. Leeber

Its President

ARTICLES OF ORGANIZATION
OF
OAK HARBOUR INVESTMENTS, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purposes of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. NAME

The name of the limited liability company is Oak Harbour Investments, LLC (hereinafter referred to as the "Company").

2. ADDRESS

The principal office and mailing address of the Company is 187 Lige Branch Lane, Jacksonville, FL 32259 at the time of execution of these Articles

3. PURPOSE OF THE BUSINESS

The purpose this Company is organized to engage in is to hold investments and any and all other business activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have vested in it all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. REGISTERED AGENT

The initial registered agent for the Company is Hollyn J. Foster, and the initial registered office is located at: Slott, Barker & Nussbaum, 334 E. Duval Street, Jacksonville, FL 32202.

5. CAPITAL CONTRIBUTIONS

Contributions to the capital of the Company shall be made by the members, in a manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

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6. MEMBERS

The Company shall have at least one member and may admit additional members on the prior written consent of the then existing members, or as otherwise provided in the Operating Agreement.

7. CONTINUITY OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member of a Company, or upon any other event that under the Act would result in a dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

8. MANAGEMENT

This Company shall be managed by member managed in accordance with the terms of the Operating Agreement. The Managing Member shall be Philip W. Leeber, 187 Lige Branch Lane, Jacksonville, FL 32259 until otherwise changed in accordance with the terms of the Operating Agreement.

9. INDEMNIFICATION

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager or former member or manager to the full extent permitted under the Act.

10. EFFECTIVE DATE

The effective date of the Articles shall be upon filing.

Executed at Jacksonville, Duval County, Florida on February 3, 2009.

Oak Harbour Investments, LLC

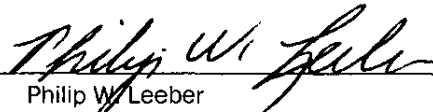
By: Philip W. Leeber
Philip W. Leeber
Its Managing Member

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

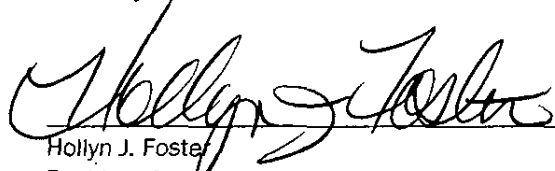
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Oak Harbour Investments, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 187 Lige Branch Lane, Jacksonville, FL 32259, has named Hollyn J. Foster, located at Slott, Barker & Nussbaum, 334 E. Duval Street, Jacksonville, FL 32202, as its agent to accept service of process within Florida.

Oak Harbour Investments, LLC

By: 
Philip W. Leeber
Its Managing Member

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Hollyn J. Foster
Resident Agent

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TALLAHASSEE, FLORIDA