

L09000036705

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

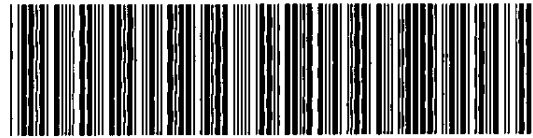
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Linda - 222-8611

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04/08/09--01006--005 **180.00

RECEIVED
09 APR - 8 AM 10:18
TALLAHASSEE, FLORIDA

FILED
09 APR 16 AM 10:55
TALLAHASSEE, FLORIDA

B. KOHR

APR 16 2009

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 2009

WILTON R. MILLER
BRYANT MILLER OLIVE, P.A.
101 NORTH MONROE STREET, SUITE 900
TALLAHASSEE, FL 32301

SUBJECT: MICCOSUKEE HILLS APARTMENTS, L.L.C.
Ref. Number: W09000016505

RECEIVED

09 APR 16 AM 10:00

REGISTRATION
TALLAHASSEE, FLORIDA

09 APR 16 AM 10:53

FILED

We have received your document for MICCOSUKEE HILLS APARTMENTS, L.L.C. and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$180.00 payment.

As discussed, before this conversion can be filed, MICCOUSUKEE HILLS APARTMENTS will have to file a GENERAL PARTNERSHIP REGISTRATION (filing fee \$50.00). A PARTNERSHIP REGISTRATION FORM is attached.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 309A00011853



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 2009

WILTON R. MILLER
BRYANT MILLER OLIVE, P.A.
101 NORTH MONROE STREET, SUITE 900
TALLAHASSEE, FL 32301

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Ref. Number: W09000016505

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09 APR 16 AM 10:55
TALLAHASSEE, FLORIDA

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Buck Kohr
Regulatory Specialist II

Letter Number: 309A00011853

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MICCOSUKEE HILLS APARTMENTS, L.L.C.
(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:

Wilton R. Miller

(Contact Person)

Bryant Miller Olive, P.A.

(Firm/Company)

101 North Monroe Street, Suite 900

(Address)

Tallahassee, FL 32301

(City, State and Zip Code)

PLEASE CALL WHEN READY AND
WE WILL PICK UP.

For further information concerning this matter, please call:

Linda Sante

(Name of Contact Person)

at (850) 222-8611

(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

FILED
09 APR 16 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
09 APR 16 AM 10:55
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:

MICCOSUKEE HILLS APARTMENTS

LP0900000489

2. The "Other Business Entity" is a general partnership first organized, formed or incorporated under the laws of Florida on September 14, 1978.

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: Not applicable.

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

MICCOSUKEE HILLS APARTMENTS, L.L.C.

5. The effective date shall be the date of filing of Articles of Organization with the Florida Department of State.

Signed this 7th day of April, 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____

Printed Name: W. Robert Olive, Jr.

Title: Member

Signature(s) on behalf of Other Business Entity:

Signature: _____

Printed Name: Wilton R. Miller

Title: General Partner

Signature: _____

Printed Name: W. Robert Olive, Jr.

Title: General Partner

ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY
MICCOSUKEE HILLS APARTMENTS, L.L.C.

The undersigned persons are acting as organizers for the purpose of becoming a limited liability company under the laws of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the charter and authority for the conduct of business of this limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be Miccosukee Hills Apartments, L.L.C. The principal location and the mailing address for this limited liability company shall be:

101 North Monroe Street
Suite 900
Tallahassee, FL 32301

This limited liability company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which this limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. To carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles, to the same extent that a natural person may.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, any and all of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business, which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and dispose of, in any manner, any rights and property so acquired.
4. To enter into and make all contracts necessary for business with any person, business, governmental, political, or administrative entity, be they domestic or foreign, and to perform, carry out, assign, cancel, or rescind any such contracts.
5. To exercise any and all limited liability company powers, and to carry out any and all of the purposes, enumerated in these Articles and otherwise granted or permitted by

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09 APR 26 AM 10:53
TALLAHASSEE, FLORIDA

law, while carrying out any and all direct and incidental business of this limited liability company.

6. To arrange, develop, improve, stabilize, strengthen, or extend the property, commercial interest, capital and good will of this limited liability company, by exercising any and all of the rights, privileges, and immunities granted to limited liability companies for profit, by the laws of the State of Florida.
7. To do everything necessary, proper, advisable, convenient, and consistent with the laws of the State of Florida, for or in connection with the accomplishment of any of the purposes, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with the business, purposes or powers of this limited liability company, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this article shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles of Organization shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit this limited liability company to carry on any business, exercise any power, or do any act, which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE III. EXERCISE OF POWERS

The powers of this limited liability company shall be exercised by, and the business and affairs of this limited liability company shall be managed under the authority and direction of the members of this limited liability company. This article may be amended by a unanimous vote of the members of this limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to the following Managing Members and shall be governed pursuant to an Operating Agreement:

<u>Title</u>	<u>Name and Address</u>
MGRM	Wilton R. Miller 101 North Monroe Street, Suite 900 Tallahassee, FL 32301
MGRM	W. Robert Olive, Jr. 1585 Marion Avenue Tallahassee, FL 32303

ARTICLE V. MEMBERSHIP RESTRICTIONS

New members shall be admitted upon the unanimous vote of the existing members of this limited liability company. Contributions required of new members shall be determined at the time of admission to this limited liability company.

A member's interest in this limited liability company may not be sold or otherwise transferred, except upon the unanimous written consent of all members.

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that shall terminate the membership of a member of this limited liability company, the remaining members shall have the right to continue the business of this limited liability company, only upon the remaining members' unanimous consent.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Each member shall pay an initial capital contribution of \$100 cash to the limited liability company, at the time of organization. Additional cash contributions shall be made as required for investment purposes, as determined by unanimous consent of the members. All cash contributions required of members shall be made in equal shares. Upon unanimous consent, members may authorize any additional capital contributions, of unequal shares, of property, services rendered, or other assets.

ARTICLE VII. PROFITS AND LOSSES

Profit Sharing. Members shall be entitled to any net profits arising from the operation of this limited liability company, which remain after the payment of this limited liability company's expenses of conducting business. Each member shall be entitled to an equal share of the net profits. The equal shares of the profits shall be distributed to the members of this limited liability company at least annually.

Losses. All losses resulting from the operation of this limited liability company shall be paid out of the capital and profits of this limited liability company and its business or businesses.

ARTICLE VIII. DISSOLUTION

This limited liability company shall exist perpetually, or until it is dissolved in an appropriate manner by the unanimous written consent of the members, or until dissolution is compelled by law.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The address for the registered office of this limited liability company is 101 North Monroe Street, Suite 900, City of Tallahassee, County of Leon, State of Florida. The name of this limited liability company's registered agent is W. Robert Olive, Jr.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Miccosukee Hills Apartments, L.L.C.

ARTICLE X. EFFECTIVE DATE

The effective date shall be the date of filing of Articles of Organization with the Florida Department of State.


Executed by the undersigned at 101 North Monroe Street, Suite 900, City of Tallahassee, County of Leon, State of Florida, on April 7, 2009.


WILTON R. MILLER


W. ROBERT OLIVE, JR.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, W. ROBERT OLIVE, JR., accept appointment as registered agent, agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and further state that I am familiar with and accept the duties of my position as registered agent under Chapter 608, Florida Statutes.


W. ROBERT OLIVE, JR.

DATED: April 7, 2009