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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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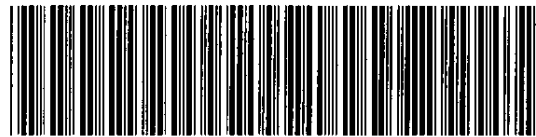
PO2-25047

A. LUNT

APR 24 2009

EXAMINER

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2009 APR 23 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GRANDE BAY DEVELOPMENT COMPANY II, 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:

ELIZABETH CHRISTIANSON
(Contact Person)

PENCE COMPANIES
(Firm/Company)

300 E. NEW HAVEN AVE
(Address)

MELBOURNE, FL 32901
(City, State and Zip Code)

For further information concerning this matter, please call:

ELIZABETH CHRISTIANSON at (321) 837-0350 EXT 19
(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

GRANDE BAY DEVELOPMENT COMPANY, a Florida corporation, hereby submits this Certificate of Conversion pursuant to Section 608.439, *Florida Statutes*, to the Secretary of State of the State of Florida.

ARTICLE I NAME

The name of the entity to be converted pursuant hereto is GRANDE BAY DEVELOPMENT COMPANY.

ARTICLE II DATE AND JURISDICTION OF ORGANIZATION

GRANDE BAY DEVELOPMENT COMPANY was first organized on March 5, 2002 under the laws of the State of Florida.

ARTICLE III FORM OF ENTITY

GRANDE BAY DEVELOPMENT COMPANY is a corporation subject to the laws of the State of Florida. The laws of the State of Florida governing GRANDE BAY DEVELOPMENT COMPANY permit this conversion.

ARTICLE IV CONVERSION

GRANDE BAY DEVELOPMENT COMPANY shall be converted into a Florida limited liability company organized under Chapter 608, *Florida Statutes*. The name of the limited liability company shall be GRANDE BAY DEVELOPMENT COMPANY II, LLC.

ARTICLE V ARTICLES OF ORGANIZATION

The Articles of Organization of GRANDE BAY DEVELOPMENT COMPANY II, LLC, a Florida limited liability company, have been submitted to the Florida Secretary of State contemporaneously with this Certificate of Conversion.

**ARTICLE VI
EFFECTIVE DATE**

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This Certificate of Conversion shall be effective upon filing with the Florida Secretary of State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this _____ day of _____, 2009.



Roy Pence and Jan Pence, tenants by the entirety
a member of Grande Bay Development Company II, LLC



Roy J. Pence, President on behalf of Grande Bay
Development Company

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby states that he is familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, hereby accepts to act in that capacity and agrees to comply with the provisions of said Chapter relative to keeping open said office.



Roy J. Pence

ARTICLES OF ORGANIZATION
OF
GRANDE BAY DEVELOPMENT COMPANY II, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned desiring to form a limited liability company pursuant to Chapter 608, *Florida Statutes*, hereby states as follows.

ARTICLE I – NAME

The name of this limited liability company (the “Company”) is GRANDE BAY DEVELOPMENT COMPANY II, LLC.

ARTICLE II – PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Company is 300 E. New Haven Avenue, Melbourne, FL 32901

ARTICLE III – REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent for service of process in the state of this Company is Roy J. Pence, 300 E. New Haven Avenue, Melbourne, Florida 32901.

ARTICLE IV – MANAGER

The initial managers of the Company are Roy J. Pence and Jan Pence.

IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization this _____ day of _____ 2009.



Roy Pence and Jan Pence, tenants by the entirety, a member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

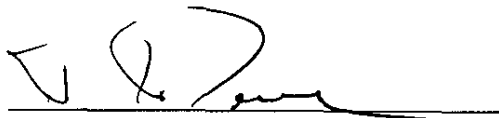
Pursuant to Section 608.415, *Florida Statutes*, the following is submitted in

Compliance with said Act:

FIRST, that GRANDE BAY DEVELOPMENT COMPANY II, LLC, desiring to organize under the Laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Melbourne, County of Brevard, State of Florida, has named ROY J. PENCE, 300 E. New Haven Avenue, Melbourne, FL 32901 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with the obligations of the registered agent under Chapter 608, *Florida Statutes*, and I hereby accept to act in this capacity and agree to comply with the provisions of said Chapter relative to keeping open said office.


Roy J. Pence