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B. KOHR
MAY 15 2009
EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

Lady Bird Academy of
Wyndam Lakes, INC.
into

Lady Bird Academy of
Wyndam Lakes, LLC

Thank
you!
☺

Signature

Requested by Christina 5/15 AM
Name Date Time

Walk-In Will Pick Up

- ☒ Art of Inc. File Conversion
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File Conversion
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☒ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

**Certificate of Conversion for "Other Business Entity"
into Florida Limited Liability Company**

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 Section 608.439, Florida Statutes.

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

LADY BIRD ACADEMY OF WYNDAM LAKES INC.

PO8000077462

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on August 20, 2008.

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:

LADY BIRD ACADEMY OF WYNDHAM LAKES, LLC

5. The effective date and time of the conversion to a limited liability company is the date and time of filing with the Florida Department of State, which is the effective date of the conversion as stated in the attached Articles of Organization.

Signed this 11 day of May, 2009.

Signature of Members/ Authorized Persons of Limited Liability Company:

Marnie Forestieri
Marnie Forestieri, Member/Manager

Oliver Trapp
Oliver Trapp, Member/Manager

Signature on behalf of Other Business Entity:

Marnie Forestieri
Marnie Forestieri, President

ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is:

LADY BIRD ACADEMY OF WYNDHAM LAKES, LLC

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1557 REBECCA PLACE
LONGWOOD, FL 32779

ARTICLE III — Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are:

STEIN, SONNENSCHN, HOCHMAN & PEPPLER, LLC
40 ALEXANDRIA BLVD, SUITE 1030
OVIEDO, FL 32765

ARTICLE IV — Management:

The Company shall be managed by the Members. Except as otherwise provided in the Operating Agreement, each Member shall have the right to act for and bind the Company in the ordinary course of its business. The Members may execute documents on behalf of the Company as "Member" or "Manager" or both.

ARTICLE V — Indemnification:

The Company shall indemnify each Member for any act performed by the Member with respect to Company matters, except for fraud, gross negligence, or an intentional breach of the Operating Agreement and except as provided by the Act.

ARTICLE VI — Members:

The name and present mailing address of each initial Member of the Company are as follows:

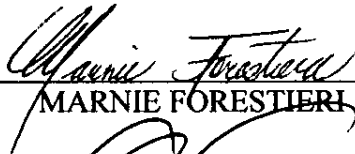
MARNIE FORESTIERI
1557 REBECCA PLACE
LONGWOOD, FL 32779

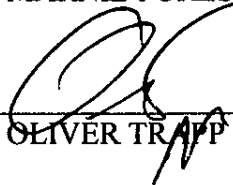
OLIVER TRAPP
1557 REBECCA PLACE
LONGWOOD, FL 32779

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IN WITNESS WHEREOF, We have signed these Articles of Organization as the members and acknowledged them to be our act this 11th day of May, 2009

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



MARNIE FORESTIERI


OLIVER TRAPP

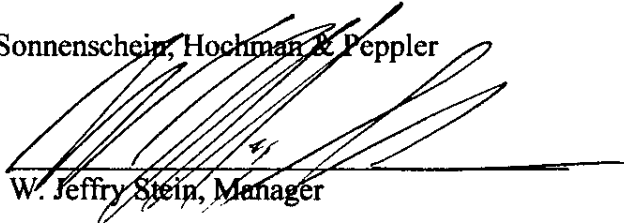
STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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

Stein, Sonnenschein, Hochman & Pepler

By:



W. Jeffry Stein, Manager