

LD9000051698

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(Address)

(Address)

(City/State/Zip/Phone #)

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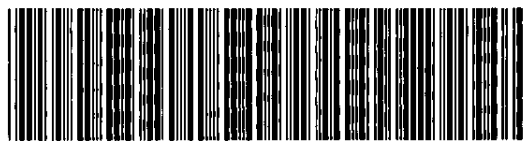
**L. SELLERS**

MAY 28 2009

**EXAMINER**

PA9-91426

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** East Pass Investors, 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:

Pamela M. Brown  
(Contact Person)

Smith, Gambrell & Russell, LLP  
(Firm/Company)

50 N. Laura Street, Suite 2600  
(Address)

Jacksonville, FL 32202  
(City, State and Zip Code)

For further information concerning this matter, please call:

Pamela M. Brown at ( 904 ) 598-6136  
(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  
**EAST PASS INVESTORS, INC., a Florida corporation**  
into  
**EAST PASS INVESTORS, LLC, a Florida limited liability company**

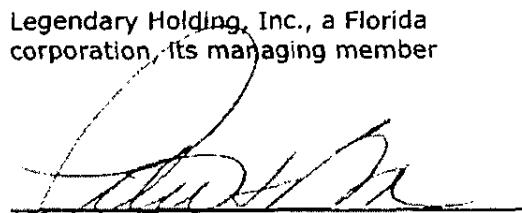
This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Florida Statutes Section 608.439 of the Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is East Pass Investors, Inc.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on October 13, 1999.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is East Pass Investors, LLC, a Florida limited liability company.
5. The effective date of this Certificate of Conversion is May 27, 2009.

Signed this 26<sup>th</sup> day of May, 2009.

**EAST PASS INVESTORS, LLC, a Florida  
limited liability company**

By: Legendary Holding, Inc., a Florida  
corporation, its managing member

  
Peter H. Bos, Chairman and CEO

**EAST PASS INVESTORS, INC., a Florida  
corporation**

  
Peter H. Bos, Chairman and CEO

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TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION**

**OF**

**EAST PASS INVESTORS, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is EAST PASS INVESTORS, LLC.

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal place of business of the Company is:

4100 Legendary Drive, Suite 200  
Destin, Florida 32541

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 4100 Legendary Drive, Suite 200, Destin, Florida 32541. The name of the initial Registered Agent of this Corporation at the above address shall be Mitchell W. Legler.

**ARTICLE IV  
MANAGEMENT**

The Company is to be managed by the manager and is, therefore, a manager-managed company.

**IN WITNESS WHEREOF**, the undersigned person has executed these Articles of Organization this 26<sup>th</sup> day of May, 2009.

MEMBER:

Legendary Holding, Inc., a Florida corporation

  
Peter H. Bos, Chairman and CEO

SGRJAX1

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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