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TALLAHASSEE, FLORIDA

B. KOHR

AUG 12 2009

EXAMINER

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date:

8/12/09

Requestor Name:

Carlton Fields

Address:

Post Office Box 190
Tallahassee, Florida 32302

Telephone:

(850) 513-3619 (direct)
(850) 224-1585

Contact Name:

Kim Pullen, CP, FRP

Corporation Name:

CGN Two, LLC

Entity Number (if applicable):

Authorization:

Kim Pullen

☒

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Docs.

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New Filings

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Fictitious Name

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Amendments

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Certificate of Status

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Annual Report

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Registration

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Client: 47377 Matter: 12360

Name: J. Liu Office: St. Pete

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CERTIFICATE OF CONVERSION
FROM A DELAWARE LIMITED LIABILITY COMPANY TO
A FLORIDA LIMITED LIABILITY COMPANY
(Pursuant to 6 Del. C. § 18-216 and Fl. Stat. § 608.439)

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TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following Delaware limited liability company into a Florida limited liability company pursuant to Section 18-216 of the Delaware Limited Liability Company Act and Section 608.439 of the Florida Limited Liability Company Act.

MO8 00000 3668

1. The date on which and the jurisdiction where the converting entity was first created, incorporated, formed, or otherwise came into being, which was its jurisdiction immediately prior to its conversion to a Florida limited liability company, were August 4, 2008, and the State of Delaware.
2. The name of the converting entity immediately prior to the filing of this Certificate of Conversion was **CGN TWO, LLC**.
3. The jurisdiction in which the surviving entity is organized, formed, or created is Florida.
4. The name of the surviving limited liability company as set forth in its Articles of Organization is **CGN TWO, LLC**.
5. The conversion of CGN Two, LLC, a limited liability company organized and existing under the laws of the State of Delaware, into CGN Two, LLC, a limited liability company organized and existing under the laws of the State of Florida, shall be effective immediately upon the filing of both this Certificate of Conversion and the Articles of Organization for CGN Two, LLC.
6. The conversion evidenced by this Certificate of Conversion was approved by **CGN ONE, LLC**, as the sole Managing Member of CGN Two, LLC, in accordance with the Delaware Limited Liability Company Act, including Section 18-216 thereof.
7. The surviving entity hereby agrees that it may be served with process in the State of Delaware in any action, suite, or proceeding for enforcement of any obligation of the converting entity arising while it was a limited liability company of the State of Delaware and that it irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit, or proceeding.
8. The address to which a copy of the process referred to in Paragraph 7 above shall be mailed to it by the Delaware Secretary of State is c/o CFRA, LLC, 4221 West Boy Scout Boulevard, Tampa, Florida 33607.

08/10/2009 14:55 FAX 8223168

Dated as of August 10, 2009

OEN TWO, LLC

By: CGN ONE, LLC,
its Managing Member

By: 
FRED B. BULLARD, JR.,
its Chief Executive Officer

Dated as of August 10, 2009

CGN TWO, LLC

By: CGN ONE, LLC,
its Managing Member

By: 
FRED B. BULLARD, JR.,
its Chief Executive Officer

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CGN TWO, LLC

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following articles of organization for such limited liability company (the "Company"):

ARTICLE I
Name

The name of the Company is **CGN TWO, LLC**.

ARTICLE II
Initial Principal Office Street and Mailing Address

The initial principal office street and mailing address of the Company is 2325 Ulmerton Road, Suite 20, Clearwater, Florida 33762.

ARTICLE III
Initial Registered Agent and Office

The street address of the initial registered office of the Company is 4221 West Boy Scout Boulevard, Tampa, Florida 33607, and the name of its initial registered agent at that address is CFRA, LLC, a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE IV
Authorized Representative

The name and address of the authorized representative of the organizing member of the Company executing these articles of organization are:

| <u>Name</u> | <u>Address</u> |
|---------------|---|
| Joel B. Giles | 200 Central Avenue, Suite 2300 St. Petersburg, Florida 33701 |

Dated August 10, 2009.

By: 

JOEL B. GILES,
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated August 10, 2009.

REGISTERED AGENT:

CFRA, LLC

By: 

JOEL B. GILES, its Authorized Agent