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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

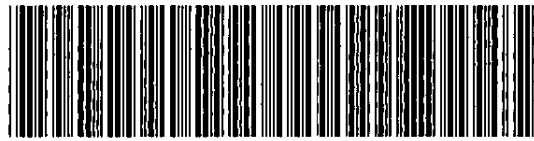
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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T. HAMPTON

SEP 23 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Windsor Holdings of Key West, 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:

Julie Ann Garber, Esq.
(Contact Person)

The Andersen Firm, P.C.
(Firm/Company)

1010 Kennedy Drive, Suite 201
(Address)

Key West, FL 33040
(City, State and Zip Code)

For further information concerning this matter, please call:

Julie Ann Garber at (305) 296-8480
(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
WINDSOR HOLDINGS OF KEY WEST, INC.
INTO
WINDSOR HOLDINGS OF KEY WEST, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert WINDSOR HOLDINGS OF KEY WEST, INC., a Florida corporation, into WINDSOR HOLDINGS OF KEY WEST, LLC, a Florida limited liability company, in accordance with Section 608.439, Florida Statutes.

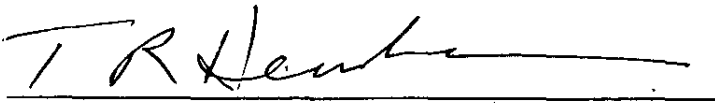
1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is **WINDSOR HOLDINGS OF KEY WEST, INC.**

2. The other business entity is a corporation first incorporated under the laws of the State of Florida on May 1, 2000.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is **WINDSOR HOLDINGS OF KEY WEST, LLC.**

Signed on 9/4/2009, 2009. *9/4/2009*

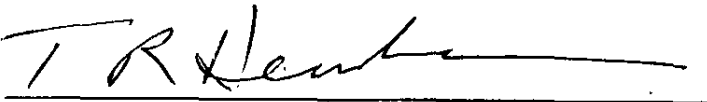
Signature on behalf of WINDSOR HOLDINGS OF KEY WEST, INC.:



T R Henshaw

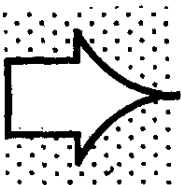
TIMOTHY R. HENSHAW, President

Signature on behalf of WINDSOR HOLDINGS OF KEY WEST, LLC.



T R Henshaw

TIMOTHY R. HENSHAW, Manager



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**ARTICLES OF ORGANIZATION
OF
WINDSOR HOLDINGS OF KEY WEST, LLC**

THE UNDERSIGNED, acting as the organizer of WINDSOR HOLDINGS OF KEY WEST, LLC ("Company"), a limited liability company organized pursuant to Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization for the Company:

ARTICLE I - Name

The name of the Limited Liability Company is "WINDSOR HOLDINGS OF KEY WEST, LLC"

ARTICLE II - Address

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

Principal Office Address:
1109 Duval Street
Key West, FL 33040

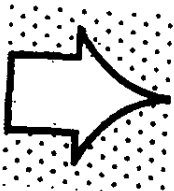
Mailing Address:
1109 Duval Street
Key West, FL 33040

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Timothy R. Henshaw
1109 Duval Street
Key West, FL 33040

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT AS PROVIDED FOR IN CHAPTER 608, FLORIDA STATUS.





Registered Agent's Signature
Timothy R. Henshaw

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ARTICLE IV – Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
MGR	Timothy R. Henshaw 1109 Duval Street Key West, FL 33040

ARTICLE V – Management

WINDSOR HOLDINGS OF KEY WEST, LLC is a manager-managed limited liability company and shall be managed by the manager who is designated, appointed or elected to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company.

The persons who are designated or appointed as Manager(s) shall carry out and further the decisions and actions of the Manager or member(s) made pursuant to the Operating Agreement and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages, and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.

ARTICLE VI – Duration

The period of duration for the Limited Liability Company shall be perpetual.

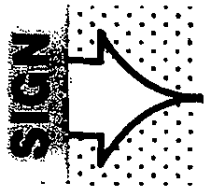
REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

TIMOTHY R. HENSHAW

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