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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

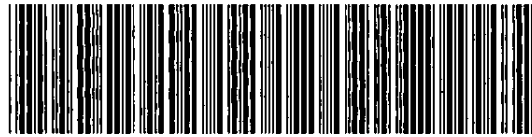
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A.**

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**CARL W. MATTHEWS**

407-428-5164  
cmatthews@deanmead.com

December 28, 2009

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Certificate of Conversion/Clayton & McCulloh Properties

Gentlemen:

Enclosed for filing are an original and one copy of a Certificate of Conversion for Clayton & McCulloh Properties and Articles of Organization for Clayton & McCulloh Properties, LLC, together with this firm's check payable to the Department of State in the amount of \$180.00 for the filing fee and a certified copy. Please mail the certified copy to:

Carl W. Matthews, Paralegal  
Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A.  
P. O. Box 2346  
Orlando, FL 32802-2346

Sincerely,

A handwritten signature in black ink, appearing to read 'Carl W. Matthews', written over a horizontal line.

Carl W. Matthews, Paralegal

:cxm

Enclosures

cc: Steven C. Lee, Esq.

00403330v1

**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 s.608.439, Florida Statutes.

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

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a general partnership.  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on 09/13/1995.  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

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**:

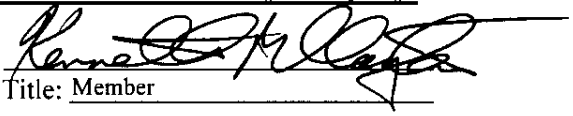
Clayton & McCulloh Properties, LLC  
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 01/01/2010.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

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Signed this 23 day of December 2009.

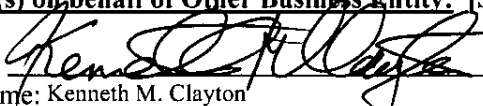
**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: 

Printed Name: Kenneth M. Clayton

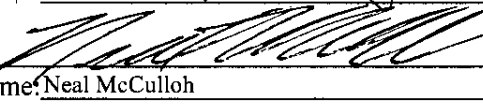
Title: Member

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: 

Printed Name: Kenneth M. Clayton

Title: General Partner

Signature: 

Printed Name: Neal McCulloh

Title: General Partner

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION**  
**OF**  
**CLAYTON & MCCULLOH PROPERTIES, LLC**

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

**ARTICLE I - NAME OF COMPANY**

The name of the limited liability company is Clayton & McCulloh Properties, LLC (the "Company").

**ARTICLE II - PRINCIPAL OFFICE**

The street address, and the mailing address, of the principal office of the Company is 1065 Maitland Center Commons Blvd., Maitland, Florida 32751.

**ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company in the State of Florida is 1065 Maitland Center Commons Blvd., Maitland, Florida 32751. The name of the registered agent of the Company at that address is Kenneth M. Clayton.

**ARTICLE IV - MANAGEMENT**

The Company is to be a member-managed company. The names and addresses of the initial members of the Company are:

Kenneth M. Clayton  
1065 Maitland Center Commons Blvd.  
Maitland, Florida 32751


Neal McCulloh  
1065 Maitland Center Commons Blvd.  
Maitland, Florida 32751

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be January 1, 2010.

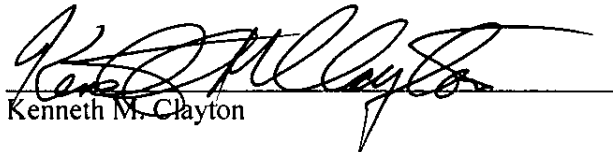
The undersigned member has made and subscribed these Articles of Organization this 23 day of December, 2009.

*Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

  
Kenneth M. Clayton

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

  
Kenneth M. Clayton

Date: December 23 2009

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