

L090000123191

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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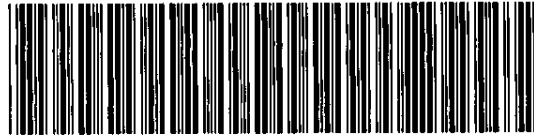
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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B. KOHR

DEC 31 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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DIVISION OF CORPORATIONS
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CONTACT: KATIE WONSCH

DATE: 12/30/09

REF. #: RA2315.116754

CORP. NAME: WINDERMERE PROPERTY HOLDINGS, INC.

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 533118 FOR \$ 150.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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EXHIBIT A
CERTIFICATE OF CONVERSION
OF
WINDERMERE PROPERTY HOLDINGS, INC.
TO BECOME A
LIMITED LIABILITY COMPANY
UNDER
THE FLORIDA LIMITED LIABILITY COMPANY ACT

pg 4 0000 74949

Article I.

Windermere Property Holdings, Inc., a corporation organized under the laws of the State of Florida (the "Corporation") on October 12, 1994, desires to be converted into Windermere Property Holdings, LLC, a Florida limited liability company (the "Company") in compliance with Chapter 607 of the Florida Business Corporation Act (the "Florida Corporation Act") and Chapter 608 of the Florida Limited Liability Company Act (the "Florida LLC Act").

Article II.

This conversion has been unanimously approved by all of the shareholders of the Corporation upon the recommendation of the Board of Directors of the Corporation in accordance with Chapter 607 of the Florida Act.

Article III.

This conversion shall become effective upon the filing of this Certificate of Conversion with the Secretary of State of the State of Florida.

Article IV.

The address of the principal office of the LLC is 9350 Conroy-Windermere Road, Windermere, Florida, 34786.

Article V.

There are no shareholders of the Corporation who have appraisal rights for this Conversion under Chapter 607 of the Florida Corporation Act.

Article VI.

Simultaneously herewith, Articles of Organization are being filed with the Secretary of State of the State of Florida under the name of the Company and shall govern the Company, unless and until modified in accordance with the Florida LLC Act.

Article VII.

All shares of Common Stock, \$1.00 par value per share, of the Corporation outstanding at the time of filing this conversion with the Secretary of State of Florida shall be automatically converted into

the sole membership interest in the Company, by virtue of this conversion and without any action by the holder thereof or any action in addition to that contemplated by this conversion by either the Corporation or the Company.

IN WITNESS WHEREOF, this Certificate of Conversion of Windermere Property Holdings, Inc. to become a limited liability company under the Florida Act has been executed by a duly authorized officer and shall be effective this 30th day of December, 2009.

WINDERMERE PROPERTY HOLDINGS, INC.

X By: 
Name: Jefferson R. Voss
Title: Vice President

ACKNOWLEDGED AND ACCEPTED BY:

WINDERMERE PROPERTY HOLDINGS, LLC

By: Tavistock Corporation
Title: Managing Member

X By: 
Name: Jefferson R. Voss
Title: Vice President

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EXHIBIT B
ARTICLES OF ORGANIZATION
OF
WINDERMERE PROPERTY HOLDINGS, LLC

THESE ARTICLES OF ORGANIZATION of WINDERMERE PROPERTY HOLDINGS, LLC (the "LLC"), to form a Florida limited liability company under the Florida Limited Liability Company Act shall be effective as of December 30, 2009.

- FIRST: The name of the Limited Liability Company is "Windermere Property Holdings, LLC."
- SECOND: The mailing and street address of the principal office of the LLC is 9350 Conroy-Windermere Road, Windermere, Florida, 34786.
- THIRD: The name of the initial registered agent for service of process is CorpDirect Agents, Inc., which can be contacted at 515 East Park Avenue Tallahassee, FL 32301-2524.
- FOURTH: The name of the Managing Member of the LLC is Tavistock Corporation, with its address at 9350 Conroy-Windermere Road, Windermere, Florida, 34786.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.

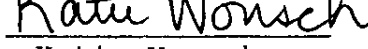
Windermere Property Holdings, LLC

By: Tavistock Corporation
Title: Managing Member

X By: 
Name: Jefferson R. Voss
Title: Vice President

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 of the Florida Statutes.

By: CorpDirect Agents, Inc.
Title: Registered Agent

By: 
Name: Katie Wonsch
Title: Assistant Secretary