

LD9000123484

SCOTT BARLOGA
(Requestor's Name)

P.O. BOX 1609
(Address)

(Address)

PANAMA CITY, FL. 32402
(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

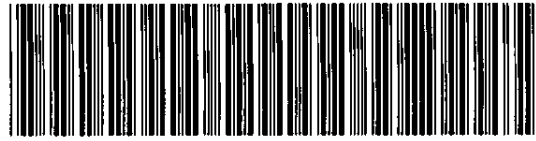
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

L. SELLERS
DEC 31 2009
EXAMINER

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RECEIVED
FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
09 DEC 30 AM 10:21
2009 DEC 31 AM 11:13
SECRETARY OF STATE
FALL AHASSEE FLORIDA
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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:
C. B. Waller Enterprises, LTD

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited 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 April 21, 1986.
(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**:

Marie Waller Lee Properties, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: January 1, 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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 DEC 30 AM 10: 24
FILED

Signed this 29th day of December 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Marie Waller Lee
Printed Name: Marie Waller Lee Title: ~~General Partner~~ Manager

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

Signature: Marie Waller Lee
Printed Name: Marie Waller Lee Title: General Partner

Signature: _____
Printed Name: _____ Title: _____

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
MARIE WALLER LEE PROPERTIES, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is MARIE WALLER LEE PROPERTIES, LLC.

ARTICLE II - DURATION

The Company shall exist perpetually.

ARTICLE III - CLASSES OF MEMBERS

Unless otherwise provided in the Members Operating Agreement, the Limited Liability Company shall have two classes of members (Class A and Class B) with voting rights as set forth in that Agreement. Ownership shall be measured in Units and this Limited Liability Company shall be authorized to issue 5,000 Class A Units and 95,000 Class B Units.

ARTICLE IV - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 1002 Iowa Avenue, Lynn Haven, Florida 32444.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company is Marie Waller Lee, 1002 Iowa Avenue, Lynn Haven, Florida 32444.

ARTICLE VI - MEMBERSHIP

The Members may permit the admission of Additional Members, upon the unanimous consent of all Members of the Company.

FILED
DEC 30 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII - CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company may continue the business of the Company.

ARTICLE VIII - MANAGEMENT

The Company shall be manager managed. The name and address of the initial Manager of the Company is:

Marie Waller Lee
1002 Iowa Avenue
Lynn Haven, FL 32444

IN WITNESS WHEREOF, the undersigned, a member of the company, has executed these Articles of Organization on this 29th day of December, 2009.

Marie Waller Lee
Marie Waller Lee

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 29th day of December, 2009, by Marie Waller Lee as a member of MARIE WALLER LEE PROPERTIES, LLC, a Florida limited liability company, who: (notary **must** check applicable box)

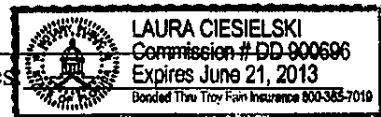
- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

(SEAL)

Laura Ciesielski

(Print Name)

Notary Public
Commission # _____
My Commission Expires _____



**STATEMENT OF ACCEPTANCE AND
DESIGNATION OF REGISTERED AGENT
OF
MARIE WALLER LEE PROPERTIES, LLC**

STATE OF FLORIDA
COUNTY OF BAY


Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MARIE WALLER LEE PROPERTIES, LLC.

The name of the registered agent for MARIE WALLER LEE PROPERTIES, LLC, is Marie Waller Lee, and the street address of the 1002 Iowa Avenue, Lynn Haven, Florida 32444.

This statement is to acknowledge that, as indicated above, MARIE WALLER LEE PROPERTIES, LLC, has appointed me, Marie Waller Lee, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

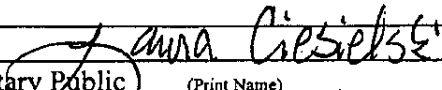
DATED this 29th day of December, 2009.



Marie Waller Lee
Registered Agent

The foregoing instrument was acknowledged before me this 29th day of December, 2009, by Marie Waller Lee, as registered agent on behalf of MARIE WALLER LEE PROPERTIES, LLC, a limited liability company who: (notary **must** check applicable box) produced a current Florida driver's license as identification.

(SEAL)



Notary Public (Print Name)
Commission # _____
My Commission Expires: _____

