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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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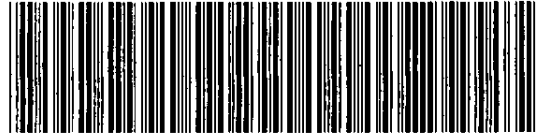
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FLORIDA

Christine C. Camacho  
Michael D. Chiumento  
Michael D. Chiumento III  
Paul M. Guntharp, Jr.

Philip J. Chanfrau  
*Of-Counsel*



CHIUMENTO  
& GUNTARP, P.A.  
ATTORNEYS AT LAW

145 City Place, Suite 301  
Palm Coast, FL 32164  
Telephone: (386) 445-8900  
Fax: (386) 445-6702  
Website: [www.palmcoastlaw.com](http://www.palmcoastlaw.com)

*Sent Via Federal Express*

January 15, 2010

Florida Department of State  
Division of Corporation  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Certificate of Conversion  
Palm Coast Observer, Inc. to Palm Coast Observer, LLC

Enclosed please find Certificate of Conversion for Palm Coast Observer, Inc. into Palm Coast Observer, L.L.C. Also enclosed is our check in the amount of \$150.00 representing your fee.

If all is in order, please file the Articles and return a copy of same to the undersigned. If you have any questions, please do not hesitate to call.

Sincerely yours,

Michael D. Chiumento III

MDC:ks  
Encl.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 20, 2010

MICHAEL D. CHIUMENTO III  
145 CITY PLACE, STE. 301  
PALM COAST, FL 32164

SUBJECT: PALM COAST OBSERVER, LLC  
Ref. Number: W10000002826

We have received your document for PALM COAST OBSERVER, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers  
Regulatory Specialist II

Letter Number: 110A00001498

. . . .

**CERTIFICATE OF CONVERSION  
FOR  
PALM COAST OBSERVER, INC.  
INTO  
PALM COAST OBSERVER, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert Palm Coast Observer, Inc. into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

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

**Palm Coast Observer, Inc.**


2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on January 11, 2010.


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:

**PALM COAST OBSERVER, L.L.C.**

5. If not effective on the date of filing, enter the effective date: **N/A**

  
\_\_\_\_\_  
John Walsh  
Authorized Representative of Limited  
Liability Company  
January 15, 2010

  
\_\_\_\_\_  
John Walsh, Director  
Palm Coast Observer, Inc.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
FOR  
PALM COAST OBSERVER, L.L.C.  
a Florida Limited Liability Company

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I - NAME**

The name of this company shall be PALM COAST OBSERVER, L.L.C. ("Company").

**ARTICLE II - DURATION\CONTINUATION**

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of its original Articles of Organization by the Department of State of the State of Florida.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The street address is 1 Florida Park Drive North, Suite 104, Palm Coast, FL 32137. The mailing address is P.O. Box 353850, Palm Coast, FL 32135.

**ARTICLE IV - REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: Michael D. Chiumento III, Esquire, Chiumento & Guntharp, P.A., 4 Old Kings Road North, Suite B, Palm Coast, FL 32137.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS &  
TRANSFER OF MEMBERS INTEREST**

The Company shall admit new members only upon the majority written consent of all then existing voting members of the Company.

The interest of a member in the Company may be transferred or assigned only upon the majority written consent of all then existing voting members of the Company.

**ARTICLE VI - MEMBERS INTERESTS**

The Company is authorized to issue both voting and non-voting membership interests.

All membership interests shall be identical in all respects except the non-voting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted non-voting membership interests pursuant to Chapter 608, Florida Statutes.

### ARTICLE VII - MANAGEMENT

The business of the Company shall be managed by the members and the names and addresses of the managing members are:

<u>Name</u>	<u>Address</u>
Matthew G. Walsh	1090 Bogey Drive Longboat, FL 34228
Lisa B. Walsh	1090 Bogey Drive Longboat, FL 34228
John Walsh	3 Chilham Court Palm Coast, FL 32137
Rosemarie Scharer	9 Curry Court Palm Coast, FL 32137

The management and control of the Company shall be vested in its members unless and until a manager is elected by a majority of members.

### ARTICLE VIII - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such an amendment, it shall be also signed by the member to be added.

### ARTICLE IX - INDEMNIFICATION

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any

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TALLAHASSEE, FLORIDA

such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

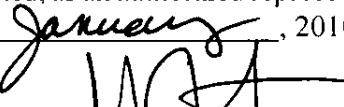
**ARTICLE X – ADOPTION OF OPERATING AGREEMENT**

The Company may adopt an Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.


**ARTICLE XI - INFORMAL ACTION OF MEMBERS**

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand and seal this 15 day of January, 2010.

  
\_\_\_\_\_  
MICHAEL D. CHIUMENTO III  
Authorized Representative of a Member

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.

CHIUMENTO & GUNTARP, P.A.  
  
By: \_\_\_\_\_  
MICHAEL D. CHIUMENTO III  
REGISTERED AGENT  
DATE: 1/15/10