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TALLAHASSEE, FLORIDA

D. BRUCE

FEB. 4 2010

EXAMINER



**WEBSTER
& PARTNERS, P.L.**

ATTORNEYS AND BUSINESS CONSULTANTS
FLORIDA CIVIL LAW NOTARIES

TRADITIONAL LEGAL SERVICES
COMMON SENSE APPROACH

Dawn Bachan-Muckunlall
Paralegal

E-mail: dmuckunlall@wplawyers.com

2 February 2010

VIA OVERNIGHT MAIL

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

Re: Lindfields Reserve Limited Partnership

Dear Sir or Madam:

Enclosed with this letter are the following documents to be filed with Florida Department of State along with check #4426 in the amount of \$227.50 for the filing fees associated with each:

1. Certificate of Conversion
2. Articles of Organization
3. Certificate of Merger

Once filed please return the filed stamp copy back to our office.

Sincerely,

Dawn Bachan-Muckunlall
Paralegal

Enclosures

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**Certificate of Conversion For
LINDFIELDS RESERVE LIMITED PARTNERSHIP
Into
LINDFIELDS RESERVE, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert **LINDFIELDS RESERVE LIMITED PARTNERSHIP**, a Florida limited partnership (the "**Partnership**") into a Florida Limited Liability Company in accordance with §608.439, Florida Statutes.

FIRST: The name of the Partnership immediately prior to the filing of this Certificate of Conversion is:

LINDFIELDS RESERVE LIMITED PARTNERSHIP

A96000001884

SECOND: The Partnership is a Limited Partnership, first formed under the laws of Florida on October 10, 1996.

THIRD: The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

LINDFIELDS RESERVE, LLC

FOURTH: Effective the 1 day of January, 2010.

Signed this 1 day of January, 2010.

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TALLAHASSEE, FLORIDA

LINDFIELDS RESERVE LIMITED PARTNERSHIP

By its General Partner: LINDRESORT, L.C.,
a Florida limited liability company

By: *Jean E. Styles*
Jean E. Styles, President

**ARTICLES OF ORGANIZATION
OF
LINDFIELDS RESERVE, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be LINDFIELDS RESERVE, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in §608.402 (24) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be:

LINDFIELDS RESERVE, LLC
c/o Webster & Partners, P.L.
450 N. Wymore Road
Winter Park, Florida 32789

**ARTICLE IV
REGISTERED AGENT**

The initial registered office of this Company shall be 450 N. Wymore Road, Winter Park, Florida 32789, and its initial registered agent at such office shall be W&P Services, Inc.

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ARTICLE V
ADDITIONAL MEMBERS

Pursuant to §608.4232, of the Act, additional members may be admitted as provided in the Operating Agreement, as amended from time to time.

ARTICLE VI
CONTINUATION OF BUSINESS

Pursuant to §608.441(1)(d), Florida Statutes, this Company shall have the right to continue the Company's business upon the occurrence of any event that terminates this Company because there are no members.

ARTICLE VII
MANAGEMENT OF THE COMPANY

This Company will be managed by manager(s) appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. Such managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with such positions under corporate law. The Company may also designate persons as Directors, under the Operating Agreement, who shall act in a manner similar to directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that such managers shall hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Directors: Jean E. Styles

Officers: Jean E. Styles – President/Secretary/Treasurer

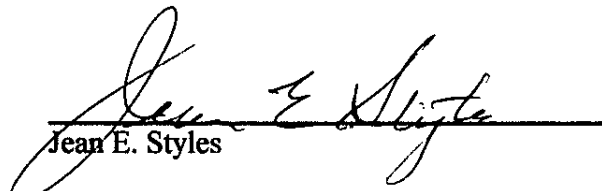
The address of the managers shall be as follows:

c/o Webster & Partners, P.L.
450 N. Wymore Road
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned, an authorized agent of a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance

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with §608.408(1)(a) of the Act.

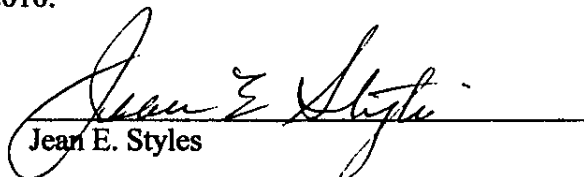

Jean E. Styles
Dated: 01 Jan, 2010

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

LINDFIELDS RESERVE, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates W&P Services, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 450 N. Wymore Road, Winter Park, Florida 32789.


DATED this 1st day of Jan., 2010.


Jean E. Styles

Having been named as registered agent to accept service of process for the above named limited liability company, at the place designated in this certificate, I, on behalf of W&P Services, Inc., as its president, hereby agree to 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.

DATED this 1st day of Jan., 2010.

W&P Services, Inc., a Florida corporation

By: 
David A. Webster, President