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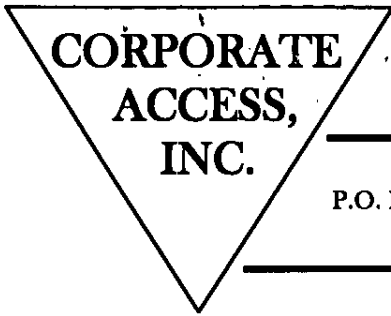
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LP Conversion

1. VCH Ranch I, LP
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

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**CERTIFICATE OF CONVERSION
FOR
LIMITED PARTNERSHIP INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following Texas Limited Partnership into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes and s. 10.101 Texas Business Organizations Code.

1. The name of the Texas Limited Partnership immediately prior to filing this Certificate of Conversion is: VCH RANCH I, LP.
2. The Texas Limited Partnership was first organized, formed or incorporated under the laws of Texas on June 2, 2005 and a Partnership Registration Statement was filed with the State on June 2, 2005. The Texas Limited Partnership is continuing its existence in the organizational form of a Florida Limited Liability Company.
3. If the jurisdiction of the Florida Limited Partnership was changed, the state or country under the laws of which it is now organized, formed or incorporated: Not Applicable
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: VCH RANCH, LLC.
5. The Conversion was approved by the converting Partnership as required by Section 10.101 and 10.103 Texas Business Organizations Code.
6. The converting Limited Partnership hereby converts into a Limited Liability Company in compliance with Chapter 608 Florida Statutes.
7. The ownership interest of the owners of VCH RANCH I, LP at the time of the conversion shall be converted to ownership interest in like percentages of VCH RANCH, LLC
8. This conversion shall be effective on the date this Certificate of Conversion is filed with the Florida Department of State.

Signed this 3rd day of March, 2010.

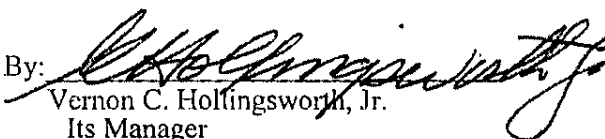
LLC

VCH RANCH, LLC

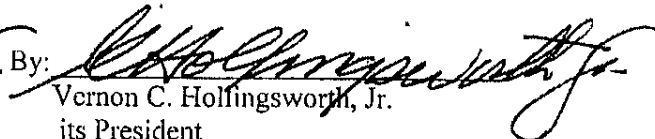
GENERAL PARTNER

VCH RANCH, INC.

By:


Vernon C. Hollingsworth, Jr.
Its Manager

By:


Vernon C. Hollingsworth, Jr.
its President

**ARTICLES OF ORGANIZATION
OF
VCH RANCH, LLC
A Florida Limited Liability Company**

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**ARTICLE I
NAME**

The name of this limited liability company is VCH RANCH, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is as follows:

3013 NW County Road 661-A
Arcadia, FL 34266

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall be deemed to have commenced on the date on which these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent at such address are as follows:

William R. Lowman, Jr., Esq.
1000 Legion Place, Suite 1700
Orlando, FL 32801


**ARTICLE V
MANAGEMENT**

The Company is to be a manager-managed company. A manager may receive compensation for his or its services. The name and address of the initial manager are as follows:

Vernon C. Hollingsworth, Jr.
3013 NW County Road 661-A
Arcadia, FL 34266

**ARTICLE VI
APPLICABLE LAW**

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

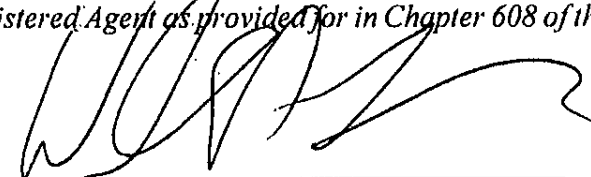


William R. Lowman, Jr., Esq.
as Authorized Representative

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

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.



William R. Lowman, Jr., Esq.