

# L10000025565

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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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TALLAHASSEE, FLORIDA

C. LEWIS

MAR 8 2010

EXAMINER

**SCHUTT LAW FIRM, P.A.**

*Attorneys and Counselors at Law*  
1322 S.E. 46<sup>th</sup> Lane, Suite 202  
Cape Coral, Florida 33904  
Tel.: (239) 540-7007; Telefax (239) 791-1080  
*e-mail: darrin.schutt@schuttlaw.com*

Darrin R. Schutt \*†  
\*Admitted in Fl. & Ga.  
† Florida Civil Law Notary

March 3, 2010

Secretary of State  
Division of Corporations  
Records Section  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: **LN of Southwest Florida, L.L.C.**  
Certificate of Conversion/ Articles of Organization

Dear Sir or Madam:

Please find enclosed the Certificate of Conversion and Articles of Organization for **LN of Southwest Florida, L.L.C.**, currently existing as a Florida corporation.

Please also find enclosed our firm's check for \$150.00 for the costs.

If everything is in order, please file the enclosed.

If you have any questions, please do not hesitate to call.

Sincerely,



Darrin R. Schutt, Esq.

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:  
LN of Southwest Florida, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation PO90000168978  
(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 August 17, 2009  
(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:

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

LN OF SOUTHWEST FLORIDA, L.L.C.  
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(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.)

Signed this 22 day of February 2010.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: [Signature]  
Printed Name: Rudolf Neubauer Title: Manager

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

Signature: [Signature]  
Printed Name: Eva Neubauer Lorenz Title: President

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)

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**ARTICLES OF ORGANIZATION OF  
LN OF SOUTHWEST FLORIDA, L.L.C.**

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be: LN OF SOUTHWEST FLORIDA, L.L.C.

**ARTICLE II  
PURPOSE**

This Limited Liability Company is created for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida or of the United States of America, as may be agreed upon by the members.

**ARTICLE III  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and mailing address of this Limited Liability Company shall Kuebeckgasse 18/23, A-1030 Vienna, Austria, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Darrin R. Schutt, Esq., 1322 S.E. 46<sup>th</sup> Lane, Suite 202, Cape Coral, Florida 33904.

**ARTICLE IV  
MANAGEMENT OF BUSINESS**

This Limited Liability Company is to be managed by one or more managers, such that the company is to be a managed company. The initial managers are:

Rudolf Neubauer  
Kuebeckgasse 18/23  
A-1030 Vienna, Austria

Eva Neubauer-Lorenz  
Kuebeckgasse 18/23  
A-1030 Vienna, Austria

The initial Members are:

- a) The Rudolf Neubauer Revocable Trust, dated December 23, 2009  
Rudolf Neubauer, Trustee
- b) The Eva Neubauer-Lorenz Revocable Trust, dated December 23, 2009  
Eva Neubauer-Lorenz, Trustee

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**ARTICLE V  
REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

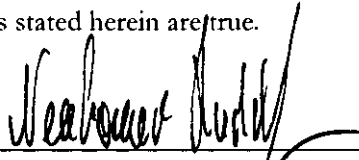
**ARTICLE VI  
PROPERTY**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

**ARTICLE VII  
DISTRIBUTION OF EARNINGS**

The manager of the Company shall have the sole discretion whether to issue earnings to the members or retain the same, either in whole or in part. The manager shall not be required to provide a reason for the determination to retain such earnings.

**IN WITNESS WHEREOF**, the Authorized Agent of the Managing Member has executed these Articles of Organization on this 22 day of February, 2010, and acknowledges that in accordance with § 608.408(3), Florida Statutes, that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Rudolf Neubauer, Manager and Trustee of  
The Rudolf Neubauer Revocable Trust

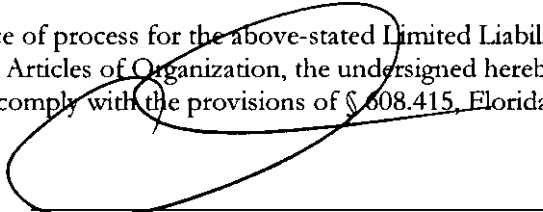
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### ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of § 608.415, Florida Statutes.

  
\_\_\_\_\_  
Darrin R. Schutt, Esq.