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EXAMINER



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 JUL 15 AM 11:07

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6010-34262

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BONITA CASA, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

BRANDON A.S. ROSS, ESQ.

(Contact Person)

CUMMINGS & LOCKWOOD LLC

(Firm/Company)

8000 HEALTH CENTER BLVD. #300

(Address)

BONITA SPRINGS, FL 34135

(City, State and Zip Code)

CLASP@CL-LAW.COM

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

BRANDON A.S. ROSS

(Name of Contact Person)

at ( 239 ) 390.8061

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

• **CERTIFICATE OF CONVERSION**  
for  
**"OTHER BUSINESS ENTITY"**  
into  
**FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 608.439 of the Florida Statutes, the following "Other Business Entity" hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

1. The name of the "Other Business Entity" immediately prior to the filing of this document was the **BONITA CASA, INC.**
2. The "Other Business Entity" was a Florida corporation first formed on July 6, 1998 under the laws of Florida.
3. After the filing of this document, the "Other Business Entity" shall become a Florida Limited Liability Company to be known as **BONITA CASA, LLC**, as set forth in the attached Articles of Organization.

Dated this 7<sup>th</sup> day of July, 2010.

BONITA CASA, INC.

  
THIES PICKENPACK  
President

And as Manager of BONITA CASA, LLC

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury, that the facts stated herein are true.)

**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
OF  
BONITA CASA, LLC**

**ARTICLE I**  
**Name**

The name of this Limited Liability Company is **BONITA CASA, LLC** (the "Company").

**ARTICLE II**  
**Addresses**

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

Thies Pickenpack, Manager  
8787 Bay Colony Drive, #1401  
Naples, Florida 34108

**ARTICLE III**  
**Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV**  
**Purpose**

The purpose of the Company shall be solely to acquire, operate and dispose of that real property described in the attached Exhibit "A," commonly known as Piazza di Bonita (the "Property"). So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property, or become a shareholder of or a member or partner in any entity which acquires or holds any property other than the Property.

**ARTICLE V**  
**Anti-Dissolution**

Notwithstanding anything to the contrary contained in these Articles of Organization, the Company, and its Manager and Members, hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company or these Articles of Organization and shall not take any action towards that end, so long as the

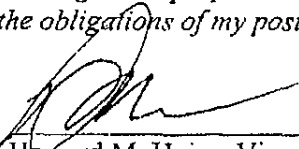
Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Manager or Member, or any other event or act causing dissolution of the Company, shall not constitute an event of liquidation, dissolution or termination of the Company or these Articles of Organization, except upon the express prior written consent of Lender. Any amendments to this provision of these Articles of Organization, shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This article shall cease to be of further force or effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

ARTICLE V  
Registered Office and Agent

The name and the Florida street address of the registered agent are:

CLASP Inc.  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

*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, F.S.*

  
Howard M. Hujsa, Vice President

ARTICLE VI  
Management

The Company is to be managed by one or more Managers and is, therefore, a manager-managed company.

ARTICLE VII  
Limitation on Agency  
Authority of Members

Pursuant to § 608.4235, Florida Statutes, or any successor provision of applicable law, no Member of the Company shall be an agent of the Company for the purpose of its business

solely by virtue of being a Member, and no Member may bind the Company by taking any action solely by virtue of being a Member.

ARTICLE VIII  
Written Operating Agreement

Any Operating Agreement entered into by the Members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the Members or Managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time.

Dated this 8<sup>th</sup> day of July, 2010.

By: 

Howard M. Hujsa, authorized agent

(In accordance with § 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Exhibit "A"

Outparcels 3 and 4, Bay Landing, according to the plat thereof, as recorded in Plat Book 60, Pages 60 through 88, inclusive, of the Public Records of Lee County, Florida.