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OCT 2 8 2010 EXAMINER JOHN S. BALL\*

ROBERT A. DAWKINS\*

JOHN F. FANNIN\*

MICHAEL W. FISHER\*+

BEVERLY H. FMBTICK\*\*\*

JOHN E. LAWLOR. III\*

MICHAEL R. LEAS\*
ROBERT N. MILLER\*
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ALLISON L. RINGLER
MÄRY A. ROBISON °
CLAY B. TOUSEY, JR.\*

CLAY B. TOUSEY III
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PLEASE REPLY TO: JACKSONVILLE OFFICE

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FISHER, TOUSEY, LEAS & BALL

October 26, 2010

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

Re: Certificate of Conversion - Lee Buck, Inc. to Lee Buck LLC

To Whom It May Concern:

On behalf of our client, Lee Buck, Inc., enclosed please find a Certificate of Conversion and Articles of Organization converting Lee Buck, Inc. to Lee Buck LLC. Also enclosed is a check made payable to the Florida Department of State for \$150.00 which represents the required fee.

Please forward confirmation of the filing to my attention at the Jacksonville address. If you have any additional questions, please contact me at (904) 356-2600 ext. 368.

Sincerely,

Jill C. McPherson, FRP

Paralegal

Enclosures 260017

# Certificate of Conversion For "Other Business Entity" Into Florida Limited Liability Company

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2010 OCT 27 PM TR 28

This Certificate of Conversion <u>and attached Articles of Organization</u> 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:	
Lee Buck, Inc.	
(Enter Name of Othe	
2. The "Other Business Entity" is a corporation	P00000117339
(Enter entity type. Example: congeneral partnership, common	
first organized, formed or incorporated under the laws (Enter state, or if a non-U.S. en	
on <u>December 21, 2000</u> . (Enter date "Other Business Entity" was f	irst organized, formed or incorporated)
3. If the jurisdiction of the "Other Business Entity" was which it is now organized, formed or incorporated:	as changed, the state or country under the laws of
4. The name of the Florida Limited Liability Company Organization:	y as set forth in the attached Articles of
Lee Buck LLC	
(Enter Name of Florida Lin	nited Liability Company)
5. If not effective on the date of filing, enter the effect (The effective date: 1) cannot be prior to nor more filed by the Florida Department of State; <u>AND</u> 2) m attached Articles of Organization, if an effective date	than 90 days after the date this document is nust be the same as the effective date listed in the
6. The conversion is permitted by the applicable law(s)	governing the other business entity and the

conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is

currently organized, formed or incorporated.

Signed this day of October	20_10
	oresentative of Limited Liability Company:  ated in this document are true. Any false information and for in s.817.155, F.S.
Signature of Member or Authorized Repres Printed Name: Robert Lee Buck Living Trust,	Member Title: Robert Lee Buck, Trustee
this document are true. Any false informat s.817.155, F.S. [See below for required sign	ntity: Individual(s) signing affirm(s) that the facts stated in ion constitutes a third degree felony as provided for in lature(s).
Signature: Avant Ces 3	
Printed Name: Robert Lee Buck	Title: President
Signature:	Title:
Printed Name:	Title:
Signature:Printed Name:	Title:
Printed Name:	Title:
Printed Name:	Title:
	T X Y Y
Signature: Printed Name:	Title:
Trinica Name.	LORFA 22
If Florida Corporation: Signature of Chairman, Vice Chairman, Direct	and the second s
If Directors or Officers have not been selected	
If Florida General Partnership or Limited	Liability Partnership:
Signature of one General Partner.	
If Florida Limited Partnership or Limited Signatures of <u>ALL</u> General Partners.	Liability Limited Partnership:
All others: Signature of an authorized person.	
Fees:	
Certificate of Conversion: Fees for Florida Articles of Organization: Certified Copy: Certificate of Status:	\$25.00 \$125.00 \$30.00 (Optional) \$5.00 (Optional) Page 2 of 2

ARTICLES OF ORGANIZATION

FILED

**OF** 

2010 OCT 27 PM # 28

LEE BUCK LLC

SECRETARY OF STATE PALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

#### **ARTICLE I**

#### NAME

The name of the limited liability company shall be Lee Buck LLC (the "Company"). The mailing address and street address of the Company shall be 136 17<sup>th</sup> Avenue North, Jacksonville Beach, Florida 32250.

#### ARTICLE II

#### **PURPOSES AND POWERS**

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### ARTICLE III

#### REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are Robert Lee Buck, 136 17<sup>th</sup> Avenue North, Jacksonville Beach, Florida 32250.

#### **ARTICLE IV**

#### **ADMISSION OF MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

#### ARTICLE V

#### **TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

#### ARTICLE VI

#### MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The name and address of the initial manager shall be Robert Lee Buck, 136 17<sup>th</sup> Avenue North, Jacksonville Beach, Florida 32250.

#### **ARTICLE VII**

#### **DURATION AND COMMENCEMENT**

The Company shall exist perpetually. The Company's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Company's existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this day of October, 2010.

THE ROBERT LEE BUCK LIVING TRUST

By: Robert Lee Buck, co-Trustee

By: Darlo M. Drok on Toward

Darla M. Buck, co-Trustee

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### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of the Florida Statutes, Lee Buck LLC, a Florida limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

- 1. The name of the Company is Lee Buck LLC.
- 2. The name and address of the registered agent and office are Robert Lee Buck, 136 17<sup>th</sup> Avenue North, Jacksonville Beach, Florida 32250.

#### **ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the 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 the Florida Limited Liability Company Act.

DATED: This 18 day of October, 2010.

Robert Lee Buck

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