

L10000123431

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

334700

Office Use Only



300187857553

12/01/10--01002--021 **250.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 DEC - 1 AM 10:13

RECEIVED

10 DEC - 1 AM 10:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Florida Landmark Communities, 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:

Danielle M. Dahl

(Contact Person)

Florida Landmark Communities, LLC

(Firm/Company)

145 City Place, Suite 300

(Address)

Palm Coast, Florida 32164

(City, State and Zip Code)

ddahl@allete.com

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

For further information concerning this matter, please call:

Danielle M. Dahl

at (386)

446-6226

(Name of Contact Person)

(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

*Please return
3 certified copies
and 2 Certificates
of status.
Payment included.*

*Total Paid
\$ 250.00*

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC -1 AM 10:42

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 Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to filing of this Certificate of Conversion is:

Florida Landmark Communities, Inc.

2. The "Other Business Entity" is a corporation, first organized, formed and incorporated under the laws of the State of Florida on July 26, 1961.

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: N/A

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

Florida Landmark Communities, LLC

5. If not effective on the date of filing, enter the effective date: **December 1, 2010.**
(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.)

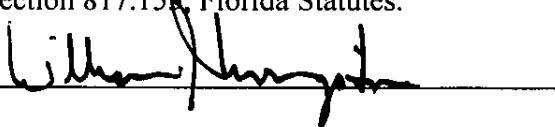
6. The conversion is permitted by the applicable laws governing the "Other Business Entity" and the conversion complies with such laws and the requirements of Section 608.439, Florida Statutes, in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed as of this 29th day of November, 2010.

Signature of Member or Authorized Representative of Limited Liability Company:

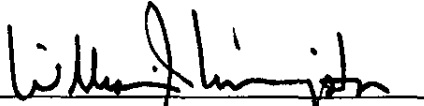
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Signature of Member or Authorized Representative: 

Printed Name: William I. Livingston

Title: Authorized Representative

Signature(s) on behalf of "Other Business Entity": Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Signature: 
Printed Name: William I. Livingston
Title: President

ARTICLES OF ORGANIZATION

FOR

FLORIDA LANDMARK COMMUNITIES, LLC

a Florida Limited Liability Company
(the "Company")

The undersigned, an authorized representative of the Member, desiring to form a limited liability company under and pursuant to and in accordance with the Florida Limited Liability Company Act, as amended from time to time, does hereby adopt the following Articles of Organization for the Company:

ARTICLE I
NAME

The name of the Company shall be **FLORIDA LANDMARK COMMUNITIES, LLC**.

ARTICLE II
DURATION/CONTINUATION

The period of the Company's duration shall be perpetual.

ARTICLE III
ADDRESS OF PRINCIPAL OFFICE

The street and mailing address of the Company is 145 City Place, Suite 300, Palm Coast, Florida 32164.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for the Company is as follows:

Danielle M. Dahl
145 City Place, Suite 300
Palm Coast, FL 32164

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the Member to admit additional Members and the terms and conditions of such admission shall be stated in the Operating Agreement.

ARTICLE VI
MANAGEMENT

The Company is to be a manager-managed company and the names and addresses of the initial Managers are as follows:

<u>Name</u>	<u>Address</u>
William I. Livingston	145 City Place, Suite 300 Palm Coast, FL 32164
Laurie A. Holquist	14421 Metropolis Avenue, Suite 101 Fort Myers, FL 33912

The Managers of the Company may be changed or additional Managers added at any time by a majority of its Members.

ARTICLE VII
INITIAL MEMBER

The name and business address of the Member is as follows:

<u>Name</u>	<u>Address</u>
Lehigh Acquisition Corporation, a Delaware Corporation	145 City Place, Suite 300 Palm Coast, FL 32164

Assignment of its interest as the Member of the Company shall entitle the assignee thereof to become and to exercise all rights and powers of a Member of the Company.

ARTICLE VIII
AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with the Florida Limited Liability Company Act, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
INDEMNIFICATION

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executors, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Member of the Company shall not adversely affect any right or protection of a Manager or Member existing at the time of such repeal or amendment.

ARTICLE X
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE XI
INFORMAL ACTION OF MEMBERS AND MANAGERS

Any action of Members or Managers may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members or Managers who would be entitled to vote upon such action at a meeting.

ARTICLE XII
TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

The undersigned, as an officer and authorized representative of the Member, has hereunto set his hand and seal this 29 day of November, 2010.

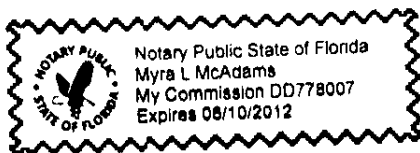
Lehigh Acquisition Corporation

By: William I. Livingston
Print Name: William I. Livingston
Title: Vice President and Authorized Representative

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared William I. Livingston, who is personally known to me and who is described as an officer and authorized representative of the Member, Lehigh Acquisition Corporation, in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

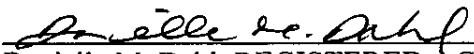
WITNESS my hand and official seal in the County and State named above this 29 day of November, 2010.



Myra L. McAdams
Notary Public, State of Florida
My commission expires: 06/10/2012

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) she accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) she is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.



Danielle M. Dahl, REGISTERED AGENT

DATE: 11/29/2010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
70 DEC - 1 AM 10:42