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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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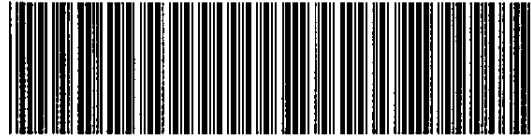
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

D. BRUCE

DEC 27 2010

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Fellsmere Joint Venture 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:

Gregory P Nelson

(Contact Person)

Bernard Egan & Company

(Firm/Company)

1900 Old Dixie Highway

(Address)

Fort Pierce, FL 34946

(City, State and Zip Code)

afrantz@dneworld.com

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

For further information concerning this matter, please call:

Gregory P Nelson

(Name of Contact Person)

at ( 772 ) 465-7555

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input checked="" type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
TO A  
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company.

**FIRST:** The name of the unincorporated business, a Florida limited liability partnership, immediately prior to the effective date of this document is "FELLSMERE JOINT VENTURE, LLP." The document number is GP0200001103.

**SECOND:** The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being was:

Date: April 27, 1978

Jurisdiction: Florida

**THIRD:** The name of the limited liability company as set forth in the attached Articles of Organization is "FELLSMERE JOINT VENTURE LLC."

**FOURTH:** The conversion effected by this certificate, as well as the Articles of Organization or operating agreement of the limited liability company, have been approved by the converted entity in the manner provided by the agreement of the converted entity governing the internal affairs of the converted entity and the conduct of its business, or by applicable law, as appropriate.

**FIFTH:** The certificate is executed by both the converted entity and by a member of the limited liability company.

**SIXTH:** The effective date for this conversion shall be December 31, 2010

[Signature Page Follows]

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

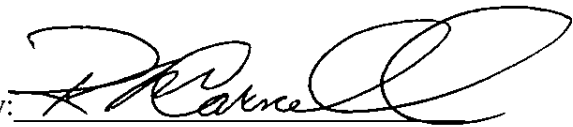
Date: December 17, 2010

**CONVERTED ENTITY**

FELLSMERE JOINT VENTURE, LLP  
a Florida limited liability partnership


By: EVIA Joint Venture, LLP  
a Florida limited liability partnership  
Its Partner

By: BERNARD EGAN & COMPANY  
a Florida corporation  
Its Partner

By:   
Richard M. Carnell, Jr.,  
Its Sr. Vice President

**MEMBER OF LIMITED LIABILITY  
COMPANY**

BERNARD EGAN & COMPANY  
a Florida corporation

By:   
Richard M. Carnell, Jr., its Sr. Vice President

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**ARTICLES OF ORGANIZATION  
OF  
FELLSMERE JOINT VENTURE LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

**ARTICLE I - Name**

The name of the Limited Liability Company is **FELLSMERE JOINT VENTURE LLC** (the "Company").

**ARTICLE II - Period of Duration**

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

**ARTICLE III - Purpose**

The Company was formed for any lawful purpose for which a limited liability company may be formed under the Act and may engage in any lawful business or activity. The Company shall have all powers permitted a limited liability company under the Act. The Company may be qualified or registered in any jurisdiction which the Company does business.

**ARTICLE IV - Address**

The mailing address and street address of the principal office of the Company is 1900 Old Dixie Highway, Fort Pierce, Florida 34946.

**ARTICLE V - Registered Agent and Office**

The street address of the Company's initial registered office is 1900 Old Dixie Highway, Fort Pierce, Florida 34946, and the name of its initial registered agent at such office is Richard M. Carnell, Jr.

**ARTICLE VI - Management**

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

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FALLSMEER, FLORIDA

Name:

Position:

Gregory P. Nelson

President

Richard M. Carnell, Jr.

Vice President & Secretary

Jeffrey A. Hurwitz

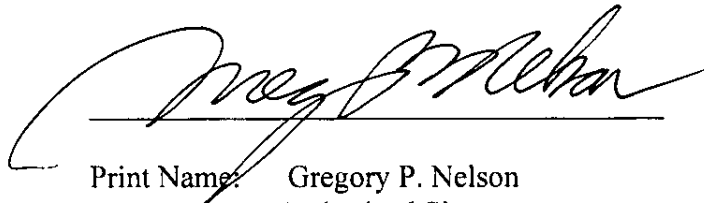
Treasurer & Assistant Secretary

**ARTICLE VII – Indemnification**

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

**ARTICLE VIII – Effective Date**

The effective date for these Articles of Organization shall be December 31; 2010.



Print Name: Gregory P. Nelson  
Authorized Signor

Date: December 17, 2010

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.



Richard M. Carnell, Jr.

Date: December 17, 2010

*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.*

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