

L100000132636

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

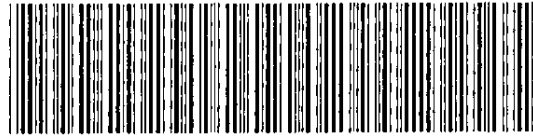
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100189045231

01/03/11--01002--009 **150.00

01/03/11--01002--011 **30.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 DEC 30 PM 4:00

RECEIVED

EFFECTIVE DATE 12/31/2010

10 DEC 30 AM 9:32

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

JAN - 8 2011

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cove Ventures, Inc.
to
Cove Ventures, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 30 AM 9:32

EFFECTIVE DATE 12/31/2010

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: BAW 3:45 12-30
Name Date Time

Walk-In Will Pick Up

EFFECTIVE DATE 12/31/2010

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 30 AM 9:32

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:

COVE VENTURES, INC.

P040000 21531

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on January 29, 2004.

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: not applicable.

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

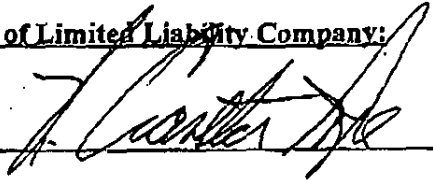
COVE VENTURES, LLC

5. If not effective on the date of filing, enter the effective date: December 31, 2010.

Signed this 28th day of December, 2010.

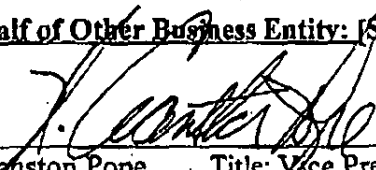
Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____
Printed Name: H. Cranston Pope Title: Manager



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

Signature: _____
Printed Name: H. Cranston Pope Title: Vice 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)

EFFECTIVE DATE 12/31/2011

ARTICLES OF ORGANIZATION
OF
COVE VENTURES, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 30 AM 9:32

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is COVE VENTURES, LLC.

ARTICLE II - DURATION

The Company shall exist perpetually.

ARTICLE III - CLASSES OF MEMBERS

Unless otherwise provided in the Members Operating Agreement, the Limited Liability Company shall have one class of members with voting rights as set forth in that Agreement. Ownership shall be measured in Units and this Limited Liability Company shall be authorized to issue 100,000 Units.

ARTICLE IV - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 124 South Cove Blvd., Panama City, FL 32401.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company is H. Cranston Pope, 124 South Cove Blvd., Panama City, FL 32401.

ARTICLE VI - MEMBERSHIP

The Members may permit the admission of Additional Members, upon the unanimous consent of all Members of the Company.

ARTICLE VII - CONTINUATION OF BUSINESS

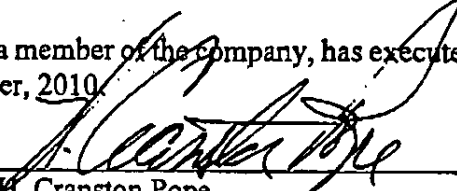
In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company may continue the business of the Company.

ARTICLE VIII - MANAGEMENT

The Company shall be manager managed. The name and address of the initial Manager of the Company is:

H. Cranston Pope
124 South Cove Blvd.
Panama City, FL 32401

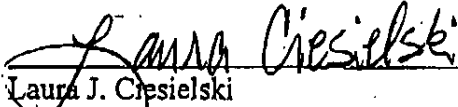
IN WITNESS WHEREOF, the undersigned, a member of the company, has executed these
Articles of Organization on this 28th day of December, 2010.


H. Cranston Pope

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 28th day of December, 2010,
by H. Cranston Pope as a member of COVE VENTURES, LLC, a Florida limited liability
company, who is personally known to me.

(SEAL)


Laura J. Ciesielski
Notary Public



**STATEMENT OF ACCEPTANCE AND
DESIGNATION OF REGISTERED AGENT
OF
COVE VENTURES, LLC**

STATE OF FLORIDA
COUNTY OF BAY


Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is COVE VENTURES, LLC.

The name of the registered agent for COVE VENTURES, LLC, is H. Cranston Pope and the street address of the registered agent is 124 South Cove Blvd., Panama City, FL 32401.

This statement is to acknowledge that, as indicated above, COVE VENTURES, LLC, has appointed me, H. Cranston Pope, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

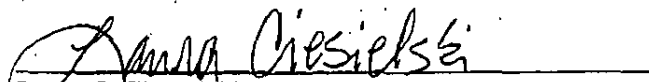
DATED this 28th day of December, 2010.



H. Cranston Pope
Registered Agent

The foregoing instrument was acknowledged before me this 28th day of December, 2010, by H. Cranston Pope as registered agent on behalf of COVE VENTURES, LLC, a limited liability company who is personally known to me.

(SEAL)



Laura J. Ciesielski
Notary Public

