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(Requestor's Name)

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☐ PICK-UP

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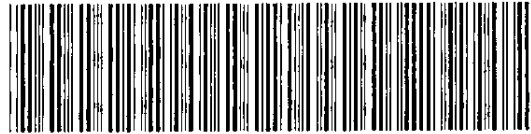
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/2010

B. KOHR

JAN - 8 2011

EXAMINER

FILED
10 DEC 30 PM 4:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CAPITAL CONNECTION, INC.

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

DAVIDENKO Construction, Inc.

+0

DAVIDENKO Properties, LLC

EFFECTIVE DATE 12/31/2010

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DIVISION OF CORPORATIONS
10 DEC 30 PM 4:55

- ☐ 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

Signature

Requested by: BAW

Name

12-30-10 3:45

Date

Time

Walk-In

Will Pick Up

Courier

EFFECTIVE DATE 12/31/2010

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DIVISION OF CORPORATIONS
2010 DEC 30 PM 4:55

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

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:
DAVIDENKO CONSTRUCTION, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

Y02 UUUU 1103

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on January 3, 2002
(Enter date "Other Business Entity" was first organized, formed or incorporated)

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:

Florida

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


DAVIDENKO PROPERTIES, LLC

(Enter Name of Florida Limited Liability Company)

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

Signed this 27 day of December, 2010.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: Brian C. Davidenko Title: Member & Authorized Representative

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

Signature: 
Printed Name: Brian C. Davidenko Title: Chairperson

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)

PLAN OF CONVERSION
OF
DAVIDENKO CONSTRUCTION, INC.
(the Original Entity)
AND
DAVIDENKO PROPERTIES, LLC
(the Resulting Entity)

This PLAN OF CONVERSION is entered into by and between DAVIDENKO CONSTRUCTION, INC., a Florida Corporation (the "*Original Entity*") having an office address at 340 West 23rd Street, Ste A, Panama City, Florida 32405, and DAVIDENKO PROPERTIES, LLC, a Florida Limited Liability Company (the "*Resulting Entity*") having an office address at 340 West 23rd Street, Ste A, Panama City, Florida 32405.

PLAN OF CONVERSION

- A. **ADOPTION OF PLAN.** In consideration for the mutual promises, covenants, and agreements herein, the Original Entity and the Resulting Entity hereby adopt a PLAN OF CONVERSION pursuant to the provisions of § 608.439 of the Florida Statutes, as follows:
1. The Original Entity shall be converted into the Resulting Entity, to exist as a limited liability company and be governed by the laws of the State of Florida under the name of DAVIDENKO PROPERTIES, LLC.
 2. The Resulting Entity is a continuation of the existence of the Original Entity.
 3. The title to all property owned by the Original Entity is vested in the Resulting Entity without reversion or impairment, and shall be subject to all of the debts and liabilities of the Original Entity, in the same manner as if the Resulting Entity had itself incurred them.
 4. A proceeding pending against the Original Entity may be continued as if the conversion had not occurred or the Resulting Entity may be substituted in the proceeding for the Original Entity.
 5. The shareholders of the Original Entity will convert their ownership interest solely for membership units in the Resulting Entity. The percentage of membership units acquired in the conversion for such interests shall be as set forth as follows. The membership unit ownership shown as follows constitutes all of the outstanding membership interest in the Resulting Entity.

Brian Davidenko	66.67%
Gregory P. Grantham	33.33%

B. **EFFECTIVE DATE.** The effective date of the conversion shall be the date of filing of the Certificate of Conversion with the Office of the Florida Secretary of State.

C. **FURTHER ASSIGNMENTS AND ASSURANCES.** If at any time the Resulting Entity shall consider or be advised that any further assignments or assurances in law are necessary to vest or perfect or to confirm of record in the Resulting Entity the title to any property or gifts of the Original Entity, or otherwise carry out the provisions hereof, the President of the Original Entity, as of the effective date of the conversion, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the Resulting Entity, and otherwise carry out the provisions hereof.

D. **CONVERSION OF INTERESTS**

1. **Conversion of Corporate interest to Membership Units.** Pursuant to the PLAN OF CONVERSION described above, on the effective date of this PLAN OF CONVERSION, all of the corporate interest in the Original Entity shall be converted to membership units in the Resulting Entity as set forth in A (5) above. The shares in the Original Entity shall be converted to membership units in the Resulting Entity. The membership units issued as a result of this conversion shall be considered for all purposes to be the same ownership interest as the interests from which they are derived.

2. **Membership Units in the Resulting Entity.** The membership units in the Resulting Entity acquired hereunder shall be subject to the terms and conditions of the Articles of Organization and the Operating Agreement governing the operation and management of the Resulting Entity, executed by all necessary persons of the Resulting Entity of even date herewith.

E. **ARTICLES OF ORGANIZATION** The Articles of Organization of the Resulting Entity shall be filed on the effective date of the conversion, and together with the Operating Agreement of the Resulting Entity shall constitute the original documents of the Resulting Entity.

F. **EXPENSES** The Resulting Entity shall pay all costs and expenses of the conversion.

G. **MISCELLANEOUS**

1. **Notices.** Any notices, requests, demands, or other communications required or permitted to be given by law or by the terms of this PLAN OF CONVERSION shall be in writing and shall be considered given (1) upon personal service of a copy on the party to be served, or (2) forty-eight (48) hours after the mailing of such notice by certified or registered mail, postage prepaid, receipt for delivery requested, addressed to the party to be served and properly deposited in the United States mail. Notices shall be given to the parties at the addresses listed in this PLAN OF CONVERSION. Any change in the address of any party shall be given by the parties having such change to the other parties

in the manner provided above. Thereafter all notices shall be given in accordance with the notice of change of address. Notices given before actual receipt of the notice of change of address shall not be invalidated by the change of address.

2. **Counterpart Executions.** This PLAN OF CONVERSION may be executed in any number of counterparts, each of which shall be deemed an original.
3. **Controlling Law.** The validity, interpretation, and performance of this PLAN OF CONVERSION shall be controlled by and construed under the laws of the State of Florida existing from time to time.
4. **Attorneys' Fees.** If any party brings any action or proceeding to enforce, protect, or establish any right or remedy under the PLAN OF CONVERSION, the prevailing party shall be entitled to recover reasonable attorneys' fees and costs.
5. **Binding Effect.** This PLAN OF CONVERSION shall be binding upon and shall inure to the benefit and detriment of the parties hereto and their respective personal representatives, heirs, successors, and assigns.

Dated this 17 day December, 2010

ORIGINAL ENTITY

DAVIDENKO CONSTRUCTION, INC.

By: 

Brian Davidenko

Its: Chairman and President

RESULTING ENTITY

DAVIDENKO PROPERTIES, LLC

By: 

Brian Davidenko

Its: Manager

By: 

Laura Davidenko

Its: Manager

EFFECTIVE DATE 12/31/2010

FILED STATE
SECRETARY OF CORPORATIONS
10 DEC 30 PM 4:55

**ARTICLES OF ORGANIZATION
OF
DAVIDENKO PROPERTIES, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned being authorized to execute and file these Articles, adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is the DAVIDENKO PROPERTIES, LLC.

ARTICLE II - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 340 West 23rd Street, Ste. A, Panama City, FL 32405.

ARTICLE III - DURATION

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

ARTICLE IV - PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - MANAGEMENT

The Limited Liability Company shall be manager managed. The initial managers, who shall serve until the earlier of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be:

**Laura Davidenko
Brian C. Davidenko**

If at anytime more than one manager is appointed, each manager may act independently of the other appointed manager(s) on any matters affecting this limited liability company.

ARTICLE VI - MEMBERSHIP

The member(s) of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member.

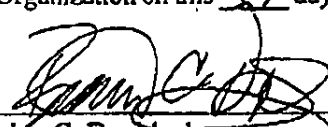
ARTICLE VII - CONTINUATION OF BUSINESS

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 - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company is Brian C. Davidenko, 340 West 23rd Street, Ste. A, Panama City, FL 32405.

IN WITNESS WHEREOF, the undersigned, as the authorized representative of a member of the company, has executed these Articles of Organization on this 27 day of December, 2010.



Brian C. Davidenko

(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.)

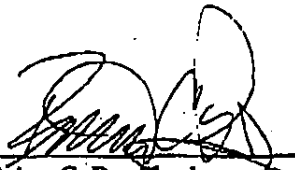
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian C. Davidenko, having been named as registered agent to accept service of process for **DAVIDENKO PROPERTIES, LLC**, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered Office: 340 West 23rd Street, Ste. A, Panama City, FL 32405.

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent as provided for in the Florida Statutes.

DATED this 27 day of December, 2010.



Brian C. Davidenko
Registered Agent