

L11000051277

(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 28 PM 12:06

N. Culligan MAY 2 - 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BLACKWATER BAIT COMPANY, 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:

Jennifer L. Williamson, Esq.

(Contact Person)

Crary-Buchanan

(Firm/Company)

P.O. Drawer 24

(Address)

Stuart, FL 34995-0024

(City, State and Zip Code)

jlw@crarybuchanan.com

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

For further information concerning this matter, please call:

Lisa Taube at (772) 233-4602

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 APR 28 PM 12:05

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:

BLACKWATER BAIT COMPANY, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a foreign limited liability company

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Georgia

(Enter state, or if a non-U.S. entity, the name of the country)

on May 11, 2005

(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:

n/a

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

BLACKWATER BAIT COMPANY, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(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 8th day of April 20¹¹.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: William L. Howard Title: Manager

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

Signature: [Signature]
Printed Name: William L. Howard Title: Manager

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)

ARTICLES OF ORGANIZATION
OF
BLACKWATER BAIT COMPANY, LLC

ARTICLE I

Name. The name of the limited liability company ("Company") is Blackwater Bait Company, LLC

ARTICLE II

Address. The mailing and street address of the Company's principal office is 2545 53rd Avenue, Vero beach, FL 32966.

ARTICLE III

Duration. The period of duration of the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Nature of Company. The general nature of the business to be transacted by the Company under these Articles of Organization shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V

Registered Agent and Office. The name of Company's initial registered agent in Florida is William L. Howard. The address of Company's registered office in Florida is 2545 53rd Avenue, Vero Beach, FL 32966.

ARTICLE V I

Management. The Company is to be managed by one (1) manager. The initial Manager will serve until the first annual meeting of the Members. The initial Manager is as follows:

NAME:

William L. Howard


ADDRESS:

2545 53rd Avenue
Vero Beach, FL 32966

ARTICLE VII

Transferability of Membership Interests. No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

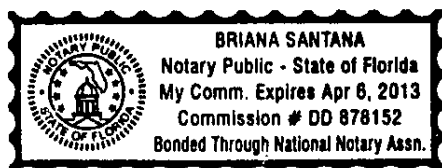
IN WITNESS WHEREOF, I have executed these Articles of Organization on this 8th day of April, 2011.

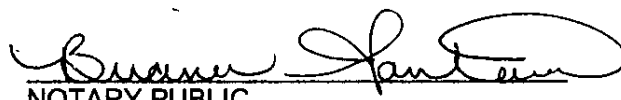

William L. Howard

STATE OF FLORIDA
COUNTY OF Indian River

The foregoing instrument was acknowledged before me this 8th day of April, 2011, by William L. Howard, who (please check one of the following) [] is personally known to me or ☒ who has produced FL Driver License as identification, and who (please check one of the following) [] did or ☒ did not take an oath.

(SEAL)




NOTARY PUBLIC
Print Name: Briana Santana
My Commission Expires: April 6, 2013

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in the above Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.



William L. Howard
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 28 PM 12:05