

L 11 0000 074 983

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

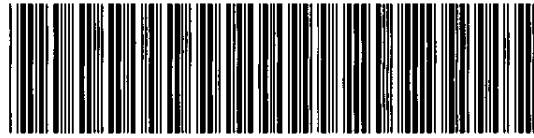
Special Instructions to Filing Officer:

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B. KOHR

JUN 28 2011

EXAMINER



500207499875

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 JUN 27 AM 10:46
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

EFFECTIVE DATE 6/28/2011

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN 27 PM 2:25



EFFECTIVE DATE _____

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 JUN 27 PM 2:25

FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 27, 2011

RESUBMIT

Please give original
submission date as file date.

MATT YOUNG
CSC
TALLAHASSEE, FL

SUBJECT: FLAGLER DEVELOPMENT COMPANY, LLC
Ref. Number: W11000034371

We have received your document for FLAGLER DEVELOPMENT COMPANY, LLC and the authorization to debit your account in the amount of \$210.00. However, the document has not been filed and is being returned for the following:

According to our records -- see attached copy of Document Number L06000100990 -- this company was first incorporated in Florida on August 17, 1981.

The date mentioned in Item 2 on the present certificate of conversion -- October 16, 2006 -- is the date that the original Florida corporation converted to a Florida LLC, not the date that the entity was first established.

Unless there is some mistake with our records, please correct your Certificate of Conversion to show August 17, 1981, as the original date of incorporation.

You may also wish to mention the various names the entity used at various times as was done in the Certificate of Conversion filed on October 16, 2006.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 911A00015442

RECEIVED
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DIVISION OF CORPORATIONS
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CORPORATION SERVICE COMPANY

EFFECTIVE DATE 6/28/2011

FILED STATE SECRETARY OF CORPORATION'S DIVISION 11 JUN 27 PM 2:25

ACCOUNT NO. : I20000000195

REFERENCE : 825588 4324759

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 210.00

ORDER DATE : June 24, 2011

ORDER TIME : 8:21 AM

ORDER NO. : 825588-040

CUSTOMER NO: 4324759

CONVERSION 1

NAME: FLAGLER DEVELOPMENT COMPANY, LLC

EFFECTIVE DATE:

ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY 2 CERTIFIED COPIES

CONTACT PERSON: MATT YOUNG EXT 2962

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 6/28/2011

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN 27 PM 2:25

COVER LETTER

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: FLAGLER DEVELOPMENT COMPANY, LLC

The enclosed Certificate of Conversion and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with § 608.439, F.S.

Please return all correspondence concerning this matter to:

Kolleen O.P. Cobb, Esq.
General Counsel and Executive Vice President
Flagler Development Company, LLC
2855 S. Lejeune Road, 4th Floor
Coral Gables, FL 33134

For further information concerning this matter, please call Kolleen Cobb at 305.520.2344.

Enclosed is a check for \$150 to cover the Filing Fees (\$25 for Conversion & \$125 for Articles of Organization).

EFFECTIVE DATE 6/28/2011

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUN 27 PM 2:25

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 §608.439, Florida Statutes.


1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is *Flagler Development Company, LLC*.
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the state of Florida on August 17, 1981 under the name "Commercial Realty and Development Company" which name was changed to "Gran Central Corporation" on April 27, 1987 and "Flagler Development Company" on June 29, 2000, which was converted to "Flagler Development Company, LLC" on October 16, 2006.
3. The "Other Business Entity" converted to a Texas limited liability company on June 22, 2011, and is currently organized, formed or incorporated under the laws of the state of Texas.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is *Flagler Development Company, LLC*.
5. *This conversion shall be effective in Florida on June 28, 2011 at 12:01 a.m. (Central Time).*
6. The conversion is permitted by the applicable law governing the "Other Business Entity" and the conversion complies with such law and the requirements of § 608.439, F.S., 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.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of this 24th day of June, 2011. The undersigned affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in § 817.155, F.S.


**FLAGLER DEVELOPMENT COMPANY, LLC, a
Florida limited liability company**

By: FECI Company, a Florida corporation
Its: Sole Member

By: 
Name: Kolleen O.P. Cobb
Title: Vice President

**FLAGLER DEVELOPMENT COMPANY, LLC, a Texas
limited liability company**

By: FECI Company, a Florida corporation
Its: Sole Member

By: 
Name: Kolleen O.P. Cobb
Title: Vice President

STATE OF FLORIDA)
) ss:
COUNTY OF)

The foregoing instrument was acknowledged before me this 16 day of June, 2011, by KOLLEEN O.P. COBB, as a Vice President President of FECI Company, a Florida corporation, the sole member on behalf of Flagler Development Company, LLC, a Florida limited liability company and Flagler Development Company, LLC, a Texas limited liability company. He/she is:

- personally known to me; or
- produced a driver's license issued by the _____ Department of Highway Safety and Motor Vehicles as identification; or
- produced the following identification: _____





NOTARY PUBLIC, STATE OF FLORIDA

(Print, Type or Stamp Commissioned Name of Notary Public)

EFFECTIVE DATE 6/28/2011

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN 27 PM 2:25

**ARTICLES OF ORGANIZATION
FOR
FLAGLER DEVELOPMENT COMPANY, LLC
a Florida limited liability company**

The undersigned, an authorized representative of FECCI Company, the sole member of Flagler Development Company, LLC, a Florida limited liability company (the "Limited Liability Company") does hereby adopt the following Articles of Organization:

ARTICLE I

The name of the Limited Liability Company, which is the entity being formed hereby, is Flagler Development Company, LLC.

ARTICLE II

The mailing address and street address of the Limited Liability Company is:


2855 Le Jeune Road, 4th Floor
Coral Gables, FL 33134

ARTICLE III

The name and Florida street address of the registered agent are:

Kolleen Cobb
2855 Le Jeune Road, 4th Floor
Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, F.S.



Kolleen Cobb

ARTICLE IV

The name and address of each Manager of the Limited Liability Company is as follows:

<u>Title</u>	<u>Name and Address</u>
MGR	Randal A. Nardone 2855 Le Jeune Road, 4th Floor Coral Gables, FL 33134
MGR	Joseph Adams 2855 Le Jeune Road, 4th Floor Coral Gables, FL 33134
MGR	David N. Brooks 2855 Le Jeune Road, 4th Floor Coral Gables, FL 33134

ARTICLE V

These Articles of Organization shall be effective as of June 28, 2011 at 12:01 a.m.

ARTICLE VI

A member of the Company shall not be liable for the debts, obligations, or liabilities of the Company, including, without limitation, under a judgment, decree, or order of a court.

[Remainder of page intentionally left blank; Signature page follows.]

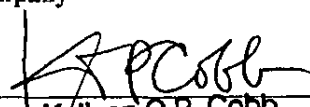
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of June 24, 2011. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

FECI Company

By: _____

Name: _____

Title: _____



Kolleen O.P. Cobb

Vice President