

L11000096075

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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MAIL

(Business Entity Name)

217508
(Document Number)

Certified Copies _____ Certificates of Status _____

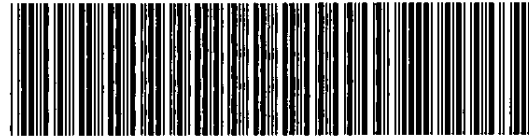
Special Instructions to Filing Officer:

A. LUNT

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EXAMINER

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08/18/11--01023--012 **158.75

2011 AUG 19 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**JONES
FOSTER
JOHNSTON
& STUBBS, P.A.**
Attorneys and Counselors

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Mark H. Dahlmeier, Esq.
Direct Dial: (561) 650-0437
Direct Fax: (561) 650-0435
E-Mail: mdahlmeier@jones-foster.com

August 17, 2011

Via Federal Express

Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

2011 AUG 19 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Re: Certificate of Conversion
Melbourne Shopping Centers, Inc. to Melbourne Shopping Centers, LLC

Dear Filing Clerk:

Transmitted herewith please find our Firm's check in the amount of \$158.75 to cover the cost of filing the enclosed Certificate of Conversion along with the new Articles of organization of Melbourne Shopping Centers, LLC and providing a certified copy of same after filing. Also enclosed is a self-addressed prepaid Federal Express envelope for the return of the certified copy to us.

Thank you for your help and cooperation in this matter. Please do not hesitate to contact this office should the need arise.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By 
Kathy Scialpi, Secretary to
Mark H. Dahlmeier

/kas
Enclosures

p:\docs\11142\00088\tr\1bd0221.docx

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

2011 AUG 19 PM 2: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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 Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

MELBOURNE SHOPPING CENTERS, INC.

2. The "Other Business Entity" is a: corporation first organized, formed or incorporated under the laws of the State of Florida on November 24, 1958.

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**:

MELBOURNE SHOPPING CENTERS, LLC

5. If not effective on the date of filing, enter the effective date: effective upon filing with the Secretary of State of the State of Florida.

6. The conversion is permitted by the applicable law(s) governing the "Other Business Entity" and the conversion complies with such law(s) and the requirements of Section 608.439, Florida Statutes, 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.

Signed as of this 16th day of August, 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Authorized Person: 
Printed Name: Paul B Hanna Title: Authorized Representative

Signature on behalf of "Other Business Entity":

Signature of Authorized Person: 

Printed Name: Paul B Hanna Title: Director of Melbourne Shopping Centers, Inc.

2011 AUG 19 PM 12: 06
SECRETARY OF STATE
FALLAHASSEE, FLORIDA

FILED

ARTICLES OF ORGANIZATION
OF
MELBOURNE SHOPPING CENTERS, LLC

A Florida Limited Liability Company

The undersigned hereby acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Laws of Florida.

2011 AUG 19 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

Name

The name of the Limited Liability Company is MELBOURNE SHOPPING CENTERS, LLC.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 700 Village Square Crossing, Suite 103, Palm Beach Gardens, Florida 33410.

ARTICLE III

Registered Agent and Registered Office

The name and the Florida street address of the Registered Agent are:

Jones Foster Service, LLC
505 South Flagler Drive
Suite 1100
West Palm Beach, Florida 33401

ARTICLE IV

Management

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V

Commencement

The Limited Liability Company shall commence its existence upon filing with the Secretary of State of the State of Florida.

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.

Dated this 16th day of August, 2011



Paul B Hanna, Authorized Representative

(Signature of a Member or an Authorized Representative of a Member)

2011 AUG 19 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
2011 AUG 19 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, this Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

That MELBOURNE SHOPPING CENTERS, LLC, desiring to organize under the laws of the State of Florida, has named Jones Foster Service, LLC, located at the Registered Office of the Limited Liability Company at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

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.

Jones Foster Service, LLC

By: 
Mark H. Dahlmeier, Manager