

L11000099924

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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11 AUG 31 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Culligan AUG 31 2011

**KIRSCHNER & LEGLER, P.A.**  
ATTORNEYS AT LAW

1431 Riverplace Blvd. • Suite 910 • Jacksonville, FL • 32207

The Peninsula

Phone: 904.346.3200 Fax: 904.346.3299

**KENNETH M. KIRSCHNER**

kmkirschner@leglerlaw.com

**MITCHELL W. LEGLER**

mwlegler@leglerlaw.com

August 22, 2011

**Via Federal Express**

Florida Secretary of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Conversion of Legendary Marine, Inc. into Legendary Marine, LLC

Gentlemen:

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 Florida Statutes, Section 608.439.

We enclose our check in the amount of \$160.00 to cover the filing fees as follows:

\$ 35.00\*  
\$125.00  
\$160.00

Filing of Certificate of Conversion  
Filing of Articles of Organization

Please direct all correspondence and requests for further information concerning this matter to the undersigned at cmmullennix@leglerlaw.com or at the phone number and address shown on the letterhead above.

Sincerely,



Cindy Mullennix, Asst. to  
Mitchell W. Legler

Enclosures

\* NOTE: THE "FILING FEES" SECTION OF YOUR WEB SITE STATES \$35, BUT  
YOUR CONVERSION FORMS COVER LETTER STATES \$25.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 24, 2011

KIRSCHNER & LEGLER, P.A.  
1431 RIVERPLACE BLVD., SUITE 910  
JACKSONVILLE, FL 32207

SUBJECT: LEGENDARY MARINE, LLC  
Ref. Number: W11000044165

We have received your document for LEGENDARY MARINE, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

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) 245-6067.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 911A00019854

**CERTIFICATE OF CONVERSION**  
for  
**LEGENDARY MARINE, INC.**  
into  
**LEGENDARY MARINE, LLC**

**FILED**  
**11 AUG 31 AM 10:26**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following (the "**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:

**LEGENDARY MARINE, INC.**

2. The Other Business Entity is a Florida corporation, first organized, formed or incorporated under the laws of the State of Florida on July 15, 1997 under certificate number P97000061426.

3. The jurisdiction of the Other Business Entity has not changed since its formation.

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

**LEGENDARY MARINE, LLC**

5. The effective date of this conversion is the date of the filing of this Certificate.

IN WITNESS whereof, this Certificate has been executed this 15<sup>th</sup> day of August, 2011.

**LEGENDARY MARINE, INC.**

Signature(s) on behalf of Other Business Entity:

By: \_\_\_\_\_

John W. Lewis, Vice President

Signature of Member or Authorized Representative of Limited Liability Company:

**ARTICLES OF ORGANIZATION  
OF  
LEGENDARY MARINE, LLC**

**FILED  
11 AUG 31 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In accordance with the provisions of the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, (the "Act") the undersigned, sole organizer of a Florida limited liability company, and an authorized representative of a Member of the Company hereby files these Articles of Organization:

**ARTICLE I -- NAME**

The name of the limited liability company is **LEGENDARY MARINE, LLC** (the "**Company**").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company in the State of Florida is 4100 Legendary Drive, Suite 200, Destin, Florida 32541.

**ARTICLE III -- REGISTERED AGENT & OFFICE**

The name and address of the Company's registered agent is Mitchell W. Legler, 1431 Riverplace Blvd., #910, Jacksonville, Florida, 32207. The Company may designate another registered agent at any time.

**ARTICLE IV -- MANAGEMENT**

The Company shall be managed by a Board of Directors and officers elected by the Board of Directors all as provided in the Limited Liability Company Agreement of the Members. This Company is not managed by one or more managers and is therefore not a manager-managed company.

**ARTICLE V -- OWNERSHIP**

Ownership interests in the Company by its Members may be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any

assistant-secretary of the Company. Transfers of certificates are restricted by the terms of the Limited Liability Company Operating Agreement among the Members of the Company.

#### **ARTICLE VI – OPERATING AGREEMENT**

The management, operation and ownership of the Company shall be governed by a Limited Liability Company Agreement, the power to adopt, alter amend or repeal which shall be vested in the Members of the Company.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization this 15<sup>th</sup> day of August, 2011, and, in accordance with section 608.408, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.

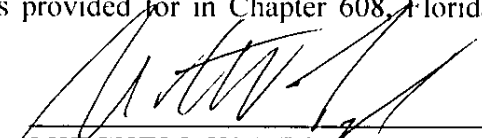
  
MITCHELL W. LEGLER

11 AUG 31 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

#### **ACCEPTANCY BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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, Florida Statutes.

  
MITCHELL W. LEGLER