

L11000142489

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



☒ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

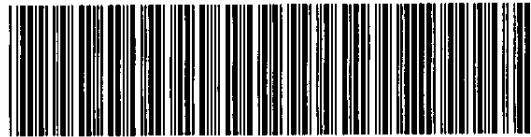
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DIVISION OF CORPORATIONS
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CGS Development 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:

H.B. Stivers

(Contact Person)

Levine & Stivers LLC

(Firm/Company)

245 E. Virginia Street

(Address)

Tallahassee, FL 32301

(City, State and Zip Code)

HB@LevineStiversLaw.com

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

For further information concerning this matter, please call:

H.B. Stivers

at (850) 222-6580

(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

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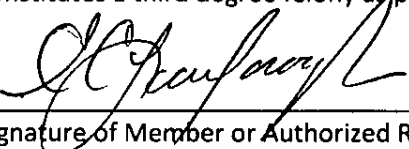
CERTIFICATE OF CONVERSION FOR CGS HOLDINGS INC
INTO A FLORIDA LIMITED LIABILITY COMPANY

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 **CGS HOLDINGS INC.**
2. The "other businesses entity" is a Florida Corporation first organized, formed or incorporated under the laws of Florida on May 5, 2011.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization **CGS HOLDINGS LLC.**
4. The effective date for the Certificate is upon filing with the Florida Secretary of State, Division of Corporations.
5. The conversion is permitted by the applicable laws governing the Other Business Entity and the conversion complies with such laws and the requirements of §608.439 Florida Statutes in effecting the conversion.
6. The "Other Business Entity" currently exists on the Official Records of the jurisdiction under which it is currently organized, formed or incorporated.

SIGNED this 14 day of December 2011.

The individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155 Florida Statutes.



Signature of Member or Authorized Representative

Edmund C. Scarborough
Printed Name

Authorized Representative

Title

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DIVISION OF CORPORATIONS
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PH0000643799

SIGNED this 14 day of December 2011.

Signature on behalf of Other Business Entity:

The individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155 Florida Statutes.


Signature of CGS Holdings, Inc.

Edmund C. Scarborough
Printed Name

Director
Title

If the other business entity is a Florida Corporation, the Chairman, Vice Chairman, Director or Officer must sign. However, if Directors or Officers have not been selected an Incorporator must sign.

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**ARTICLES OF ORGANIZATION
OF
CGS Holdings LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 – Name

The name of this limited liability company is CGS Holdings LLC ("Company")

Article 2 - Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Operating Agreement.

Article 3 – Mailing Address and Street Address

The Company's address is: 6850 County Road 544 East
Haines City, Florida 33845

The Company's mailing address is: 944 Glenwood Station Lane
Charlottesville, VA 22901

Article 4 – Registered Agent and Office

The name of the initial registered agent of the Company is Levine & Stivers LLC. The street address of the initial registered agent of the Company is 245 East Virginia Street, Tallahassee, FL 32301.

Article 5 – Additional Members

Additional members to the Company may be admitted, but only pursuant to the Company's Operating Agreement.

Article 6 – Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Operating Agreement.

Article 7 – Management of the Company

This limited liability Company shall be managed by a Manager. The name and address of the person who shall serve as the Initial Manager is:

Edmund C. Scarborough
6850 County Road 544 East
Haines City, Florida 33845

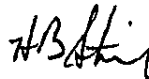
Article 8 – Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company which contains provisions for the regulation and management of the affairs of the Company.

Article 9 – Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 20th day of December 2011.



H.B. Stivers
Authorized Representative for the Members

CERTIFICATE OF DESIGNATION

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping the office open.



Levine & Stivers LLC by: H.B. Stivers