

#L 12000075354

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

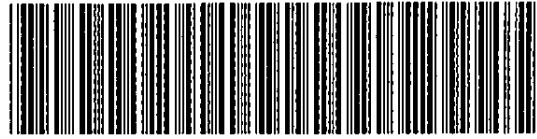
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/05/12--01006--010 **180.00

RECEIVED
DEPARTMENT OF STATE
12 JUN -5 AM 11:00

FILED
12 JUN -5 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

JUN 6 2012

GUILDAY, TUCKER, SCHWARTZ & SIMPSON, P.A.

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REPLY TO: 3042 CRAWFORDVILLE HIGHWAY
CRAWFORDVILLE, FLORIDA 32327

MEMBER OF THE HARMONIE GROUP
www.harmonie.org

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OF COUNSEL:
J. Kendrick Tucker

* BOARD CERTIFIED CONSTRUCTION LAWYER
** BOARD CERTIFIED CIVIL TRIAL LAWYER
◊ ALSO ADMITTED IN GA

June 5, 2012
Via Hand delivery

*Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301*

RE: SPRING CREEK LAND COMPANY, LLC.

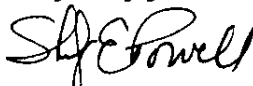
To Whom It May Concern:

Enclosed please find the following documents:

- *One original Certificate of Conversion;*
- *One original Articles of Organization for filing;*
- *Copy of the Certificate of Conversion and Articles of Organization for a certified copy; and*
- *A check (No. 3339) in the amount of \$180.00 for the filing fee and expense of one certified copy.*

If you have any questions regarding this matter, please feel free to contact me at 926-8245.

Very truly yours,


Shelly E. Powell

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Spring Creek Land 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:

Frances Lowe
(Contact Person)

Guilday, Tucker, Schwartz & Simpson
(Firm/Company)

3042 Crawfordville Highway
(Address)

Crawfordville, Florida 32327
(City, State and Zip Code)

francie@francelowe.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Frances Lowe at (850) 926-8245
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$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

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

FILED
12 JUN -5 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Spring Creek Land Company, Inc. #P120000333/B
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation.
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on April 6, 2012.
(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:

not applicable

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

Spring Creek Land 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.)

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 s.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.

Signed this 4 day of June 2012.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: Frances Lowe
Printed Name: Frances C. Lowe Title: Attorney/Incorporator

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Frances Lowe
Printed Name: Frances C. Lowe Title: Attorney/Incorporator

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
Spring Creek Land Company, LLC**

FILED
12 JUN -5 AM 10: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is Spring Creek Land Company, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in any and all business activities permitted by the Act and any other applicable laws of the State of Florida including real estate investment/rental. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The street address and mailing address for the Company is 55 Sawgrass Dr., Crawfordville, FL 32327, respectively. This address may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Frances Casey Lowe, Esq. and the initial registered office is located at 3042 Crawfordville Highway, Crawfordville, Florida, 32327.

6. Units of Ownership.

The maximum number of units of equity ownership which the company is authorized to have outstanding is 1000 units.

7. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

8. Members.

The Company shall initially have two (2) members and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

9. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved upon obtaining prior written consent of all the remaining members of the Company.

10. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members as a member-managed company, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company. The initial managing member is as follows:

Title:

Name and Address:

Managing Member

Jehu Westmark
150 Ocean View Dr.
Crawfordville, Florida 32327


Managing Member

Thomas M. Harrington, Trustee
55 Sawgrass Dr.
Crawfordville, Florida 32327

11. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to full extent permitted under the Act.

Executed at Crawfordville, Florida on June 4, 2012.

By: 
Frances Casey Lowe, Esquire
Attorney for Spring Creek Land Company, LLC

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

Pursuant to the provisions of Section 608.507 Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is Spring Creek Land Company, LLC.
2. The name of the registered agent and office is Frances Casey Lowe and the initial, registered office is located at 3042 Crawfordville Highway, Crawfordville, Florida 32327.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.


Frances Casey Lowe, Registered Agent