

L12000161554

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017
Date: 12/28/12
Requestor Name: Carlton Fields
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 513-3619 - direct
(850) 224-1585
Contact Name: Kim Pullen, CP, FRP

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12 DEC 28 PM 3:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Corporation Name: BAYTOWNE RESTAURANTS, INC

Email Address: _____
Entity Number: P96000001962
Authorization: JONATHAN K. WRIGHT

<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Plain Stamped Copy	<input type="checkbox"/> Certificate of Status
<input type="checkbox"/> New Filings	<input type="checkbox"/> Amendments	<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name		<input type="checkbox"/> Registration

(X) Call When Ready	(X) Call if Problem	() After 4:30
(X) Walk In	() Will Wait	(X) Pick Up

CF Internal Use Only

Client: 54405 Matter: 38430
Name: D. Mackey Office: Tampa

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____ Certified Copy _____ Certificate of Status

____ New Filings _____ Plain Stamped Copy _____ Annual Report
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Client: 54405 Matter: 38430
Name: D. Mackey Office: TAMPA

**CERTIFICATE OF CONVERSION
OF
BAYTOWNE RESTAURANT SITES, INC.,
A FLORIDA CORPORATION
INTO
BAYTOWNE RESTAURANT SITES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following Florida corporation into a Florida limited liability company in accordance with Sections 607.1113 and 608.439 of the Florida Statutes.

1. The name of the converting domestic corporation is Baytowne Restaurant Sites, Inc. and its Florida document number is P96000001862. Baytowne Restaurant Sites, Inc. was incorporated in Florida on January 3, 1996. 1/3

2. The name of the converted entity as set forth in the Articles of Organization is Baytowne Restaurant Sites, LLC.

3. Baytowne Restaurant Sites, Inc. has converted into Baytowne Restaurant Sites, LLC in compliance with Chapters 607 and 608 of the Florida Statutes, which govern Florida corporations and Florida limited liability companies.


4. The plan of conversion was approved by Baytowne Restaurant Sites, Inc. in accordance with Chapter 607 of the Florida Statutes.

5. The principal office address of Baytowne Restaurant Sites, Inc. is 215 Grand Blvd., Suite 102, Miramar Beach, FL 32550.

6. Baytowne Restaurant Sites, LLC has agreed to pay to any shareholders of Baytowne Restaurant Sites, Inc. who have appraisal rights, the amount to which they are entitled under Sections 607.1301 – 607.1333 of the Florida Statutes.

7. This conversion shall be effective in Florida on December 28, 2012.

Baytowne Restaurant Sites, LLC

By: 
Name: Cristin C. Keane
Title: Authorized Representative

Baytowne Restaurant Sites, Inc.

By: 
Name: J. Keith Howard
Title: President

**ARTICLES OF ORGANIZATION
OF
BAYTOWNE RESTAURANT SITES, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is Baytowne Restaurant Sites, LLC.

ARTICLE II

Initial Principal Office Street and Mailing Address

The Company's initial principal office street and mailing address is 215 Grand Blvd., Suite 102, Miramar Beach, FL 32550.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is 215 Grand Blvd., Suite 102, Miramar Beach, FL 32550, and the name of its initial registered agent at that address is J. Keith Howard.

ARTICLE IV

Authorized Representative

The name and address of the authorized representative of the Company executing these Articles of Organization are:

<u>Name</u>	<u>Address</u>
Cristin C. Keane	4221 W. Boy Scout Boulevard Suite 1000 Tampa, Florida 33607

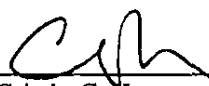
ARTICLE V

Effective Date

The effective date and time of commencement of the Company's existence shall be December 28, 2012.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated this 28 day of December 2012.


By: 
Name: Cristin C. Keane
Title: Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 29 day of December 2012.

REGISTERED AGENT:



J. Keith Howard