

L12000161975

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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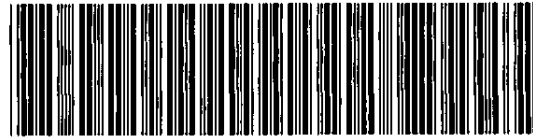
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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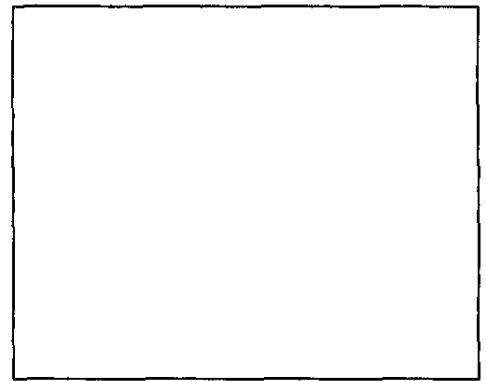
12/27/12--01001--019 \*\*335.00

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2012 DEC 26 PM 4: 08  
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30429-210

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)364-8000



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ENTITY NAME:

SOUTHEASTERN OAKS, LLC

CK# 5945 FOR \$ 335.00 (150.00 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

CERTIFIED COPY

XXX STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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12 DEC 28 PM 1:21

December 27, 2012

FLORIDA RESEARCH & FILING SERVICES INC

SUBJECT: SOUTHEASTERN OAKS, LLC  
Ref. Number: W12000063438

We have received your document for SOUTHEASTERN OAKS, LLC and your check(s) totaling \$335.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

Please return the corrected original and one copy of 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) 245-6051.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 912A00030345

\* RESUBMITTING  
W/ CORRECTIONS  
PLEASE RETAIN  
ORIGINAL SUBMISSION  
DATE 12-27-12

**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

*This Certificate of Conversion and the 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:

**SOUTHERN OAKS, INC.**

2. The "Other Business Entity" is a **Delaware profit corporation**, first organized, formed and incorporated under the laws of the State of Delaware on November 25, 2003.

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 is:

**SOUTHEASTERN OAKS, LLC**

5. The effective date of the conversion is:

**December 31, 2012 at 11:59 p.m. local time.**

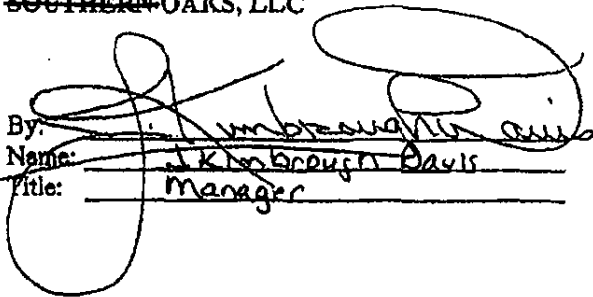
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.


(Remainder of page intentionally left blank.)

Signed this 20<sup>th</sup> day of December, 2012.

~~SOUTHEASTERN~~  
~~SOUTHERN OAKS, LLC~~

By:   
Name: J. Kimbrough Davis  
Title: Manager

SOUTHERN OAKS, INC.

By:   
Name: Charles J. Davis  
Title: Director

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12 DEC 26 AM 11:17

**ARTICLES OF ORGANIZATION  
FOR  
SOUTHEASTERN OAKS, LLC**

*(A Florida Limited Liability Company)*

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE 1**

**NAME**

The name of the limited liability company is Southeastern Oaks, LLC (the "Company").

**ARTICLE 2**

**DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual. The effective date is 12/31/2012.

**ARTICLE 3**

**NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4**

**ADDRESS**

The initial principal office address and the initial mailing address of the Company is 217 North Monroe Street, Tallahassee, Florida 32301.

**ARTICLE 5**

**INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is J. Kimbrough Davis, 217 North Monroe Street, Tallahassee, Florida 32301.

## ARTICLE 6

12 DEC 26 AM 11:17

### MEMBERSHIP CERTIFICATES

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

## ARTICLE 7

### INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a manager, member, managing member or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Expenses (including attorneys' fees) incurred by any member, manager, managing member or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.
- (c) In the case of a manager or managing member, a circumstance under which the liability provisions of Section 608.426 of the Florida Statutes are applicable.

(d) Willful misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.

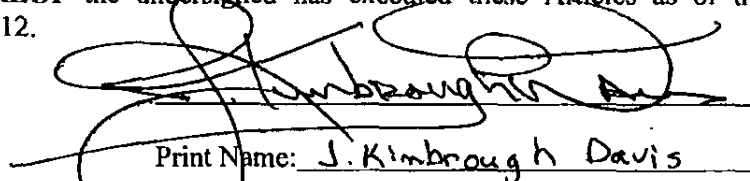
The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

## ARTICLE 8

### AMENDMENT

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the  
20 day of December, 2012.

  
Print Name: J. Kimbrough Davis

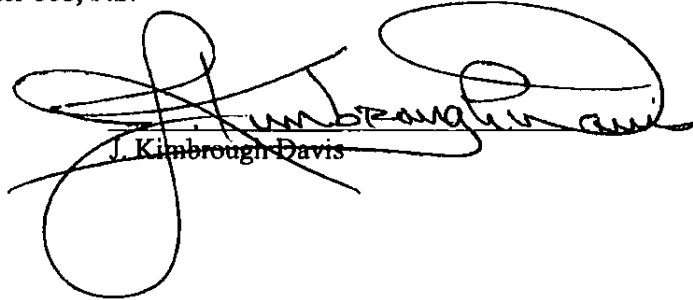
*(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

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### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, I, J. Kimbrough Davis, 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.



J. Kimbrough Davis

Dated: December 20, 2012

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