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TALLAHASSEE FLORIDA

D. BRUCE  
JAN 02 2013  
EXAMINER

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Of Counsel

December 27, 2012

**VIA FEDERAL EXPRESS**

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

Re: Conversion of Greenpointe Partners, LLC

Dear Sir or Madame:

I enclose for filing with the Florida Secretary of State's office a Certificate of Conversion and Articles of Organization for the referenced entity.

I also enclose a check in the amount of \$185.00 for the filing, certified and certificate of status fees. Please return all correspondence concerning this matter to me at the above address.

If you have any questions regarding these documents, please call me.

Very truly yours,



Kevin A. Kyle  
For the Firm

KAK/amb

Enclosures

cc: Mr. Glenn Hammer (w/o encls.)  
7125.002/8459

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TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**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 s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Greenpointe Partners, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company

(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Ohio

(Enter state, or if a non-U.S. entity, the name of the country)

on April 28, 2011

(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:

\_\_\_\_\_

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

Greenpointe Partners, 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.

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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

**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: \_\_\_\_\_

Printed Name: Glenn W Hammer Title: president

**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: Glenn W Hammer

Printed Name: Glenn W. Hammer Title: Manager

Signature: Patricia L. Hammer

Printed Name: Patricia L. Hammer Title: Manager

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)

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**Articles of Organization**

**of**

**Greenpointe Partners, LLC**

**A Florida Limited Liability Company**

1. **Name.** The name of this limited liability company is Greenpointe Partners, LLC (the "Company"), and it shall be formed as a Florida limited liability company under Chapter 608, Florida Statutes.

2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

4. **Place of Business.** The mailing address and street address of the Company's principal office is 12380 Villagio Way, Fort Myers, Florida 33912.

5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Kevin A. Kyle. The street address of the initial registered agent of the Company is 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919.

6. **Management of the Company.** The Company shall be managed by one or more manager or managers and is, therefore, a manager-managed company. Glenn W. Hammer and Patricia L. Hammer shall serve as the initial Managers of the Company.

7. **Additional Members.** Except as otherwise provided in an Operating Agreement adopted for the Company, additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.


8. **Operating Agreement.** The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

9. **Voting.** The Company is authorized to issue membership units with voting rights and membership units without voting rights.

10. **Certificated Interests.** The members' interests in the Company may be evidenced by certificates.


11. Transfer of Interest. Except as otherwise provided in an Operating Agreement adopted for the Company, no member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization effective as of December \_\_\_\_, 2012. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Kevin A. Kyle, Authorized  
Representative

**Acceptance by Registered Agent**

Having been named Registered Agent and designated to accept service of process for Greenpointe Partners, LLC, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Kevin A. Kyle, Registered Agent

Dated: December \_\_\_\_, 2012

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