

L130000004390

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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12/31/12--01029--015 **150.00

EFFECTIVE DATE 12-31-12

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12 DEC 31 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JAN - 9 2013

EXAMINER

CAUTHEN & FELDMAN, P.A.

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William H. Cauthen*
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* Board Certified Tax Lawyer
** Board Certified Wills, Trusts
& Estate Lawyer

December 28, 2012

VIA FED EX

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Stone Mountain Properties Partnership, LLP

Dear Sir or Madam:

The enclosed Certificate of Conversion and Articles of Organization, together with a check in the amount of \$150.00 for filing fees are submitted to convert an "Other Business Entity" into a Florida Limited Liability Company.

This letter also is to inform you that Stone Mountain Land, LLC was mistakenly formed (document no. L12000159384) prior to filing the Certificate of Conversion, and it is our intent to voluntarily dissolve that entity at this time, so that the conversion filed herein can be completed on the effective date of 12/31/2012.

Please return all correspondence concerning the matter to the undersigned.

Please feel free to contact either myself or my paralegal, Marylee Bitner, if you have any questions. You may also email our office regarding this matter at maryleeb@cflegal.com.

Very truly yours,

CAUTHEN & FELDMAN, P.A.



William H. Cauthen

WHC/mab
Enclosures

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SECRETARY OF STATE
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:
Stone Mountain Properties Partnership, LLP GP 0200002281
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a General Partnership.
(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 December 9, 2002.
(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:

n/a

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

Stone Mountain Land, LLC LI 2000159384
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 12/31/2012.
(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 20th day of December 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: _____

Printed Name: Scott Michael Leware

Title: Manager

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: _____

Printed Name: James F. Leware, Jr. Trustee

Title: James F. Leware, Jr. Family Trust dtd

12/19/2006, as amended, General Partner

Signature: _____

Printed Name: Scott Michael Leware, Trustee

Title: Scott Michael Leware Family Trust dtd

1/12/2007, General Partner

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)

FILED
12 DEC 31 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit # _____

**ARTICLES OF ORGANIZATION
OF
STONE MOUNTAIN LAND, LLC**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I
Name and Principal Office

The name of this limited liability company is STONE MOUNTAIN LAND, LLC and its principal office and mailing address is located at 27853 Stone Mountain Road, Yalaha, FL 34797.

ARTICLE II
Duration

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

ARTICLE III
Purpose

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Continuation of Business

If the members do not elect to dissolve this company within ninety (90) days after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in

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TALLAHASSEE, FLORIDA

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this company, then this company shall not be dissolved by reason of such event, its affairs shall not be wound up, and it shall remain in existence as a limited liability company under the laws of the State of Florida.

ARTICLE V Membership

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE VI Dissolution

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE VII Management

This organization is to be managed by a manager or managers elected by a majority interest of its members. The initial manager(s), who shall serve until the earliest of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be: SCOTT MICHAEL LEWARE.

ARTICLE VIII Amendment of Articles of Organization and Operating Agreement

These Articles of Organization and the Company's Operating Agreement may be amended at any time by the members.

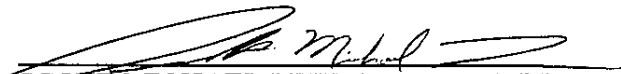
ARTICLE IX Initial Registered Office and Agent

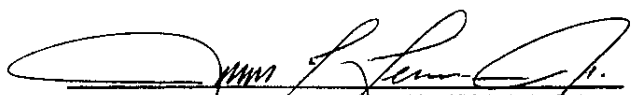
The street address of this limited liability company's initial registered office is 27853 Stone Mountain Road, Yalaha, FL 34797 and the name of this limited liability company's initial registered agent is SCOTT MICHAEL LEWARE.

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20 DEC 31 AM 9:56
CLERK OF CIRCUIT COURT
HALL COUNTY, FLORIDA

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization of this limited liability Company this 20TH day of DECEMBER, 2012.


SCOTT MICHAEL LEWARE, TRUSTEE
OF THE SCOTT MICHAEL LEWARE
FAMILY TRUST dated January 12, 2007


JAMES F. LEWARE, JR., TRUSTEE OF
THE JAMES F. LEWARE, JR. FAMILY
TRUST dated December 19, 2006, as amended

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

SCOTT MICHAEL LEWARE, having been named as registered agent to accept service of process for STONE MOUNTAIN LAND, LLC, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered Office: 27853 Stone Mountain Road, Yalaha, FL 34797.

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 20TH day of DECEMBER, 2012.


SCOTT MICHAEL LEWARE

If not effective on the date of filing, enter the effective date: 12/31/2012

FILED
12 DEC 31 AM 9:54
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA