

L13000178076

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

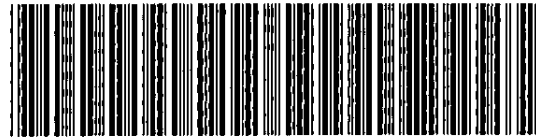
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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RECEIVED
DEPARTMENT OF STATE
BUREAU OF CONSULAR AFFAIRS
2012 DEC 23 PM 10:52
TO THE HONORABLE
SECRETARY OF FLORIDA

FILED
13 DEC 23 PM 3:40
DEPT. OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER
DEC 30 2013



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : I20000000195

REFERENCE : 937013 4721094

AUTHORIZATION :

Susie Knight

COST LIMIT : \$ 150.00

ORDER DATE : December 20, 2013

ORDER TIME : 10:21 AM

ORDER NO. : 937013-005

CUSTOMER NO: 4721094

DOMESTIC AMENDMENT FILING

NAME: SMITH RIVER RANCH, L.P.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

XX ART OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 26, 2013

CSC / SUSIE KNIGHT

SUBJECT: SMITH RIVER RANCH, LLC
Ref. Number: W13000069850

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

We need a consent letter.

Please return 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.

Karen A Saly
Regulatory Specialist II

Letter Number: 613A00029073

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

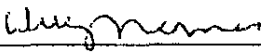
FILED
13 DEC 23 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is SMITH RIVER RANCH, L.P.
2. The "Other Business Entity" is a limited partnership first organized, formed or incorporated under the laws of the state of Delaware on July 25, 2005.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is SMITH RIVER RANCH LLC.
4. 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 Section 608.439, Florida Statutes, in effecting the conversion.


Signed this 20th day of December, 2013.

SMITH RIVER RANCH LLC

By: 
William E. Thomas, Manager

SMITH RIVER RANCH, L.P.

GENERAL PARTNER:
MCC MANAGEMENT OF NAPLES, INC.

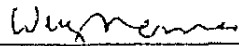
By: 
William E. Thomas, President

AUTHORIZATION TO USE NAME

We hereby release the name Smith River Ranch LLC and grant permission to the members of Smith River Ranch LLC to use the name.

DATED this 26th day of December, 2013.

SMITH RIVER RANCH LLC



William E. Thomas, Manager

Smith River Ranch LLC
9045 Strada Stell Court, Suite 500
Naples, Florida 34109

FILED
13 DEC 23 PM 3:40
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

December 26, 2013

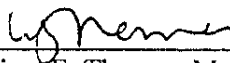
Florida Department of State
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Smith River Ranch LLC Conversion and Articles of Organization

Dear Sir/Madam:

I, William E. Thomas, being the Manager of Smith River Ranch LLC, Document No. L12000158017, hereby state that Smith River Ranch LLC will not revoke the dissolution filed on December 20, 2013. Smith River Ranch LLC also releases the name "Smith River Ranch LLC" and grants permission to the members of Smith River Ranch LLC, which Articles of Organization were filed on December 23, 2013 to use the name.

SMITH RIVER RANCH LLC



William E. Thomas, Manager

**ARTICLES OF ORGANIZATION
OF
SMITH RIVER RANCH LLC**

FILED
13 DEC 23 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be **SMITH RIVER RANCH LLC** (the "Company").

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the Company shall be 9045 Strada Stell Court, Suite 500, Naples, Florida 34109.

ARTICLE III – REGISTERED AGENT


The name and Florida street address of the registered agent of the Company in the State of Florida is HL Statutory Agent, Inc., 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108.

ARTICLE IV – MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The initial managers of the Company shall be Miles C. Collier and William E. Thomas, 9045 Strada Stell Court, Suite 500, Naples, Florida 34109.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Naples, Florida, on this 20th day of December, 2013.

MANAGER:



William E. Thomas

SMITH RIVER RANCH LLC

ACCEPTANCE OF REGISTERED AGENT

HL Statutory Agent, Inc., being named in the Articles of Organization of **SMITH RIVER RANCH LLC**, as the registered agent of the limited liability company, hereby consents to accept service of process for the limited liability company at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By the authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

HL STATUTORY AGENT, INC.

By: *Jeffrey M. Folkman*
Jeffrey M. Folkman, Vice President

Date: 12/20/2013