

#L140000009846

(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



200255276132

01/17/14---01029---001 **150.00

FILED

2013 DEC 31 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER

JAN 17 2014



GUNSTER
FLORIDA'S LAW FIRM FOR BUSINESS

January 14, 2014

VIA FEDERAL EXPRESS

Department of State
LLC Division
Attention: Karen Saly
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: 2013 Conversion of VCP-Collins Road, Ltd., to a Florida limited liability company -
Fax Audit #H130002853823

Dear Ms. Saly:

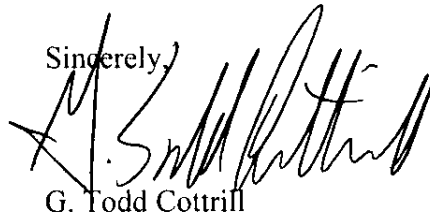
Enclosed for filing as of December 30, 2013 (the original date of submission of the enclosed Certificate of Conversion), please find the following:

1. Certificate of Conversion to change VCP-Collins Road, Ltd., into VCP-Collins Road, LLC.
2. Articles of Organization for VCP-Collins Road, LLC.
3. Consent from VCP-Collins Road, Inc. (the existing general partner of VCP-Collins Road, Ltd.), consent for use of the name "VCP-Collins Road, LLC".
4. My firm check #35205 in the amount of \$150.00 for the filing fee for the Certificate of Conversion.

Per your discussion with my assistant, Diane, this filing should be made effective as December 30, 2013, and the limited liability company should be organized under Chapter 608 Florida Statutes.

If you have any questions or require any further information, please do not hesitate to contact me.

Sincerely,



G. Todd Cottrill

GTC/dwd
Enclosures

VCP-COLLINS ROAD, INC.
3030 Hartley Road, Suite 310
Jacksonville, FL 32257

FILED
2013 DEC 31 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 31, 2013

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Conversion of VCP-Collins Road, Ltd. to VCP-Collins Road, LLC

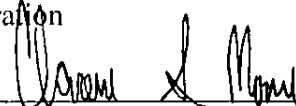
Dear Sir/Madam:

This confirms that VCP-Collins Road, Inc. ("Corporation"), a Florida corporation, consents to the above-referenced conversion and the use of the name VCP-Collins Road, LLC ("LLC"), for the newly formed limited liability company. Both entities are operated under common management and control.

Sincerely,

VCP-COLLINS ROAD, INC., a Florida
corporation

By: _____


Clarence S. Moore
Vice President

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

FILED
2013 DEC 31 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.439, Florida Statutes, this Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company.

1. The name of the Other Business Entity immediately prior to filing this Certificate of Conversion was: **VCP-Collins Road, Ltd.** ("Other Business Entity"). #A96000002073

2. Such Other Business Entity was a limited partnership formed under the laws of the State of Florida on November 12, 1996.

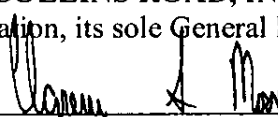
3. The name of the limited liability company as set forth in the attached Articles of Organization is: **VCP-Collins Road, LLC.**

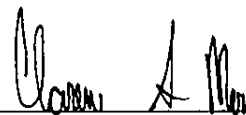
4. The conversion of the Other Business Entity into VCP-Collins Road, LLC, a Florida limited liability company, shall be effective as of the date of filing of this Certificate

Required Signature on behalf of Other
Business Entity:

Required Signature on behalf of **VCP-
COLLINS ROAD, LLC**

VCP-COLLINS ROAD, INC., a Florida
corporation, its sole General Partner

By: 
Clarence S. Moore
Vice President

By: 
Clarence S. Moore
Authorized Representative

**ARTICLES OF ORGANIZATION
FOR
VCP-COLLINS ROAD, LLC
(A Florida Limited Liability Company)**

FILED
2013 DEC 31 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Capitalized terms used in these Articles of Organization and not otherwise defined shall have the meaning set forth in the Company's Operating Agreement.

**ARTICLE 1
NAME**

The name of the Limited Liability Company is VCP-Collins Road, LLC (the "Company").

**ARTICLE 2
DURATION**

This 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.

**ARTICLE 3
NATURE OF BUSINESS**

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

**ARTICLE 4
ADDRESS**

The street address and the mailing address of the principal office of the Company is:

3030 Hartley Road, Suite 310
Jacksonville, Florida 32257

**ARTICLE 5
INITIAL REGISTERED AGENT AND REGISTERED OFFICE:**

The street address of the initial registered office of the Company is 3030 Hartley Road, Suite 310, Jacksonville, Florida 32257, and the name of the initial registered agent of the Company at that address is Vestcor, Inc.

**ARTICLE 6
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
MANAGEMENT**

The Company shall be member managed in accordance with the Company's Operating Agreement.

**ARTICLE 8
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 is or was manager, 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 in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager 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 by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that he or she 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, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

8.1 A violation of criminal law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful;

8.2 A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit;

8.3 A circumstance under which the liability provisions of section 608.426 of the Florida Statutes are applicable;

8.4 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; or

8.5 Any violation of the statutory requirements related management of the LLC and any violation of the standards of conduct of a member or manager, which includes the duties of care and loyalty.

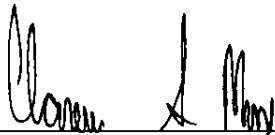
The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights 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 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 9 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.

Dated: December 23, 2013

REQUIRED SIGNATURE:



Clarence S. Moore, Authorized Representative

(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.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, Vestcor, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Vestcor, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Vestcor, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

VESTCOR, INC.

By: _____

Clarence S. Moore, Vice President

Dated: _____

December 30, 2013