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TALLAHASSEE, FLORIDA

OCT 19 2015
T SCHROEDER

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 832839 4809246

AUTHORIZATION :

COST LIMIT : \$ 150.00

ORDER DATE : October 15, 2015

ORDER TIME : 12:56 PM

ORDER NO. : 832839-005

CUSTOMER NO: 4809246

FOREIGN FILINGS

NAME: MCARTHUR GOLF, LLC

☐ CORPORATE
☐ LIMITED PARTNERSHIP
☒ LIMITED LIABILITY COMPANY

XXXX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935


EXAMINER: _____

Articles of Conversion for Other Business Entity into
Florida Limited Liability Company

The Articles 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 Fla. Stat. § 605.1045.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is McArthur Golf, LLC. *MOG-1226*
2. McArthur Golf, LLC is a limited liability company first organized under the laws of Pennsylvania on September 1, 1999.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is McArthur Golf, LLC.
4. The plan of conversion was approved by McArthur Golf, LLC in accordance with the laws of Pennsylvania and by its members.
5. The effective date of the conversion is upon filing.

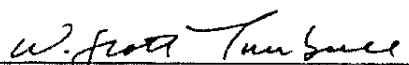
Signed this 30 day of September 2015.



Robert Poole
As Manager of McArthur Golf, LLC



Peter Lund
As Manager of McArthur Golf, LLC



W. Scott Turnbull
Signature of Authorized Representative of McArthur Golf, LLC

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**ARTICLES OF ORGANIZATION OF
MCARTHUR GOLF LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "McArthur Golf, Limited Liability Company."

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is 6550 SE Osprey Street, Hobe Sound, Florida 33455:

ARTICLE III — Registered Agent:

The name and the Florida street address of the initial registered agent is:

Mark Brechbill
Mark Brechbill Certified Public Accountants
215 South Federal Highway, Suite 100
Stuart, Florida 34994

ARTICLE IV — Management:

The Company is a manager-managed entity. The managers are:

Robert Poole
501 Rolling Ridge Dr.
State College, PA 16801-7667

Peter Lund
236 Locha Dr.
Jupiter, FL 33458

Article V — Classes of Membership

The Company's Operating Agreement provides for a number of classes of membership that bestow specific rights and obligations on the members of each class, depending on the member's participation in that class. These rights and obligations are unique to each class and may include the right to become a member; vote; receive guaranteed payments or preferential distributions, either upon liquidation or prior to liquidation; the ability to collateralize their membership interest; as well as any obligation to provide additional capital, or guarantee debt. The Operating Agreement may also place restrictions on the ability to control or influence the management of the Company, the timing and payment of distributions, the allocation of profits,

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losses, and ownership, the transferability of a member's membership interest, including the right to vote that interest, and the liquidation or dissolution of the Company.

ARTICLE VI — Limitation on Agency Authority of Members:

Pursuant to Chapter 605 of the Florida Revised Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.


Article VII – Transferability of Membership Interests

Except as otherwise provided in the Operating Agreement, no member may transfer all or any part of his or her interest to any person, whether voluntarily, involuntarily or by operation of law, without the prior written consent of all of the members, which consent may be withheld in the sole and absolute discretion of the members. Transfer includes the sale, exchange, pledge, encumbrance or other transfer or disposition by a member of any part of his or her interest, whether for valuable consideration or as a gift. Furthermore, in no event shall any transferee or assignee of an interest have any right to be admitted to the Company as a member, whether or not the transfer was approved by the prior written consent of all of the members. If a transfer of a member's interest is approved by the prior written consent of the members, but the transferee is not admitted to the Company as a member, then the transferee shall have no right to become a member, to participate in the management of the Company, or to exercise any of the rights or powers of a member. The transferee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the transferor was entitled, to the extent assigned, pursuant to the rights and obligations of that class of membership interest as delineated in the Company's Operating Agreement.

Article VIII – Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, distributions upon liquidation, or prior to liquidation, guaranteed payments for services or guaranteed payments for the use of capital, and any other return of capital, preferential or otherwise, is at the sole and absolute discretion of the Manager, who is not required to be a member, and whose election, appointment, or removal may be restricted by the Operating Agreement, or may require the written consent of all voting members, or of the Manager.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 30 day of September, 2015.



Signature of authorized representative

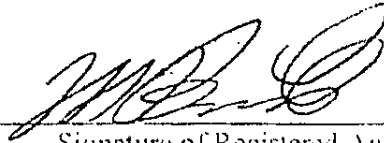
Robert E. Pool

Typed or printed name of signee

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 605, Florida Statutes.



Signature of Registered Agent

MARK BAEC HBILL

Typed or printed name of signee

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