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(Requestor's Name)

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(Business Entity Name)

(Document Number)

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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** ALAGOLD COMMUNITIES, LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Charles Capps

(Contact Person)

Pavese Law Firm

(Firm/Company)

1833 Hendry Street

(Address)

Fort Myers, FL 33901

(City, State and Zip Code)

mskat@comcast.net

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Charles Capps

at ( 239 ) 336-6219

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☒ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

### STREET ADDRESS:

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

### MAILING ADDRESS:

New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**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 s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:  
ALAGOLD COMMUNITIES, LTD., L.L.P. A29888  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Florida Limited 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 September 12, 1989  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
ALAGOLD COMMUNITIES, LLC  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date:                      date of filing  
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)  
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

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FALL 2018  
FEB 21 2019

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

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: Katherine Evelyn Luchene Goldman  
Printed Name: Katherine Evelyn Luchene Goldman Title: Manager

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]**

Signature: Katherine Evelyn Luchene Goldman  
Printed Name: Katherine Evelyn Luchene Goldman Title: as Manager of Bonita Fairways, LLC

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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:**

Articles 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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19 FEB 21 PM 12:39  
Shirley A. Felt  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
ALAGOLD COMMUNITIES, LLC**

The undersigned certifies that he is acting as an authorized representative for the purpose of forming 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. The undersigned further certifies that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **ALAGOLD COMMUNITIES, LLC** and its principal office shall be located at 26740 Samnuset Way, Bonita Springs, FL 34139, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

**ARTICLE II  
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial

interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III** **INITIAL MEMBERSHIP**

Bonita Fairways, LLC, a Florida Limited Liability Company shall be the initial member of the limited liability company.

### **ARTICLE IV** **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the operating agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

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SICILIA, PAUL J. CLERK  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**MANAGEMENT**

The limited liability company shall be managed by not less than one (1) manager. A manager need not be a member of the limited liability company. The following individuals initially shall serve as managers of the limited liability company until the first annual meeting of the members or until a successor or successors are elected and qualify in accordance with the operating agreement:

Katherine Evelyn Luchene Goldman  
26740 Sammoset Way  
Bonita Springs, FL 34139

**ARTICLE VI**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as otherwise specified in the operating agreement or in a separate written agreement regarding purchase and sale executed by all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VII**  
**DISTRIBUTIONS**

The members shall be entitled to the net profits, as defined in the operating agreement of the limited liability company, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The distribution of the profits shall be determined as provided in the operating agreement of the limited liability company.

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CLERK OF DISTRICT COURT  
JANUARY 11 2007

**ARTICLE VIII**  
**DURATION**

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall be perpetual, unless sooner terminated, liquidated or dissolved, as provided in the operating agreement adopted by the members.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida 33901, and the name of the company's initial registered agent at that address is PLF REGISTERED AGENT, L.L.C.

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STATE OF FLORIDA  
TALLAHASSEE

QZ



The undersigned, being the Authorized Representative of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of ALAGOLD COMMUNITIES, LLC.

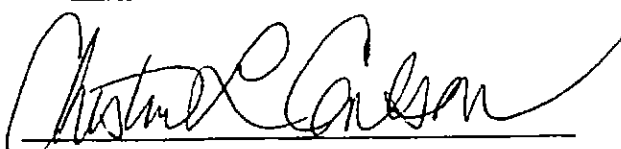
Executed by the undersigned at Fort Myers, Lee County, Florida, on the 14<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Charles Bryan Capps, Esq.  
Authorized Representative

STATE OF FLORIDA       )  
COUNTY OF LEE        )

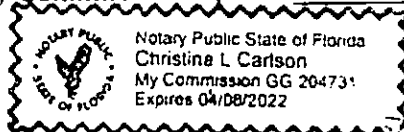
I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Charles Bryan Capps, Esq., Incorporator, who is personally known to me or who produced a Florida driver's license as identification to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 14<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Notary Public

My Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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ST. LOUIS, MO  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 08/01/2019 BY 60322

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

Pursuant to the provisions of Section 605.0113 of the Florida Revised Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **ALAGOLD COMMUNITIES, LLC**.

The name of the registered agent for **ALAGOLD COMMUNITIES, LLC** is PLF Registered Agent, L.L.C., and the street address of the registered office where the agent is located is 1833 Hendry Street, Fort Myers, Lee County, Florida 33901.

This statement is to acknowledge that, as indicated above, **ALAGOLD COMMUNITIES, LLC** has appointed PLF Registered Agent, L.L.C., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: This 14<sup>th</sup> day of January, 2019.

PLF REGISTERED AGENT, L.L.C

By: Pavese Law Firm, its Authorized Member

By:

Charles Bryan Capps, Partner

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STATE OF FLORIDA  
FALL LAURENCE, FLORIDA