



Patricia J. Affoora  
Vice-President and Corporate Secretary

**m9700000544**

500 Water Street J160  
Jacksonville, FL 32202  
(904) 366-4242  
Fax (904) 366-4248

July 1, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

200002278652--7

-08/27/97-01081-006  
\*\*\*\*285.00\*\*\*\*285.00

FILED  
AUG 21 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: CSX Realty Development Corporation -  
Florida Corporation File No. 849587

Gentlemen:

CSX Realty Development Corporation ("CRDC") [formerly known as Hooker Atlanta (7) Corporation] was incorporated in the State of Georgia on October 1, 1973, under the laws of the Georgia Business Corporation Code. Further, effective June 30, 1981, CRDC was authorized to do business in the State of Florida as a foreign corporation.

Pursuant to a Plan of Election which was presented to and approved by the Board of Directors and the sole stockholder of CRDC, and in accordance with Section 14-2-1109.1 of the Georgia Business Corporation Code and Section 14-11-212 of the Georgia Limited Liability Act, CRDC elected to convert to a limited liability company to be known as CSX Realty Development, LLC. The State of Georgia issued a Certificate of Organization by Election on behalf of CSX Realty Development, LLC, effective as of April 25, 1997. As the entity formed by the election referred to above, CSX Realty Development, LLC assumed and thereafter possesses all assets, obligations, liabilities, rights and privileges of CRDC, including the vesting in all property, real or personal. [Reference: Georgia Limited Liability Act, Section 14-11.211(b)(5) and (b)(6)]

Prior to the conversion of CRDC to CSX Realty Development, LLC, the stock of CRDC was owned 100% by a sole shareholder. Upon conversion, all of the issued and outstanding shares of CRDC were converted into membership interests such that the sole shareholder became the sole member of CSX Realty Development, LLC.

CSX Realty Development, LLC (as successor to CRDC) desires to continue to be qualified to do business in the State of Florida. Upon phone inquiry made to the Division, we had been advised that, in order to accomplish our objective, it would be necessary to request withdrawal of the qualification of CRDC to do business as a foreign corporation and then file Articles of Organization to qualify CSX Realty Development, LLC as a foreign limited liability company. However, this methodology does not appear to provide for a logical succession to property rights and ownership.

Attached is an original Certificate of Organization by Election issued by the State of Georgia which includes the Certificate of Election filed by CRDC and the Articles of Organization of CSX Realty Development, LLC. Inasmuch as the Florida Statutes do not have a statutory provision similar to that in Georgia wherein a corporation can elect to convert to a limited liability company, I would appreciate your assistance in qualifying CSX Realty Development, LLC, as a foreign limited liability company, recognizing that this entity is not a new company in the strictest sense but is, in fact, a successor to CSX Realty Development Corporation.

Name	W. P. Verity
Availability	Development, LLC
Domestic	Georgia
Examiner	Assistance in qualifying CSX Realty Development, LLC, as a foreign limited liability company, recognizing that this entity is not a new company in the strictest sense but is, in fact, a successor to CSX Realty Development Corporation.
Updater	FOR LLC
Under Verifier	W. P. Verity
Acknowledgement	W. P. Verity
W. P. Verity	W. P. Verity

FILING 250.00  
2. COPY  
R. AGENT 35.00  
TOTAL 285.00  
BALANCE DUE \$ 285.00

8/25

OK

Florida Department of State  
Division of Corporations  
July 1, 1997  
Page Two

Your advice will be most welcome and I would be pleased to discuss this situation further with you at your convenience. My phone number is (904) 366-4242.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Patricia J. Gorman".

PJA/kdp

Attachment

cc to Office of General Counsel  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 8, 1997

Patricia J. Aftoora, Vice President and Corp. Secretary  
CSX TRANSPORTATION  
500 Water St., J160  
Jacksonville, FL 32202

SUBJECT: CSX REALTY DEVELOPMENT CORPORATION, RDC PROJECTS,  
INC., HOOKER HOMES, INC., AND NONA BARNES, INC.

Reference: 849587, P18958, 841823, and 841822, respectively

Dear Ms. Aftoora:

This will acknowledge receipt of each of your letters dated July 1, 1997, notifying this office that the above referenced Georgia corporations, all of which are qualified to transact business in the state of Florida, were converted to Georgia limited liability companies on April 25, 1997. We further acknowledge your request for assistance in converting each of these registrations from foreign corporate registrations to that of foreign limited liability company registrations in such a manner that would recognize each limited liability company as a successor of a previous foreign corporate registration here in the state of Florida.

Unfortunately, as you already know, neither chapter 607 or 608, Florida Statutes, provides the statutory authority necessary for this office to convert a foreign corporate registration to a foreign limited liability company registration. Furthermore, please be advised that our computer system does not allow for such a conversion. Consequently, we are unable to comply with your request.

Therefore, we are enclosing the appropriate forms and instructions for you to withdraw each entity's foreign corporation registration and to register each entity as a foreign limited liability company.

Please be advised that a copy of your July 1<sup>st</sup> letter and a copy of this response letter will accompany each of the above referenced entity's foreign limited liability company registrations as a matter of public record and for any future reference.

Patricia J. Aftora  
Page Two  
July 8, 1997

To avoid any mishandling, we ask that you return all forms and fees to the attention of the undersigned. A self-addressed envelope is enclosed for your convenience.

Should you have any further questions concerning this matter, please do not hesitate to contact the undersigned by calling (850) 487-6911.

Sincerely,

(Mrs.) Brenda L. Tadlock  
Sr. Section Administrator  
Registration Section  
(850) 487-6911

/blt

Enclosures



Patricia J. Aftoora  
Vice-President and Corporate Secretary

500 Water Street J160  
Jacksonville, FL 32202  
(904) 366-4242  
Fax (904) 366-4248

August 19, 1997

**VIA EXPRESS MAIL**

Mrs. Brenda L. Tadlock  
Sr. Section Administrator  
Registration Section  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Reference: CSX Realty Development Corporation, RDC Projects, Inc.,  
Hooker Homes, Inc., and Nona Barnes, Inc.  
849587, P18958, 841823, and 841822, respectively

Dear Mrs. Tadlock:

Thank you for your letter dated July 8, 1997, regarding our request of July 1, 1997, for assistance in filing the proper documentation which would recognize the conversion of the referenced corporations governed by the corporation laws of the State of Georgia to Georgia limited liability companies.

As you indicated, Florida statutes currently contain no provision to convert foreign corporate registration to foreign limited liability company registration. We are, therefore, complying with your instructions to withdraw each entity's foreign registration and register each entity as a foreign limited liability company.

Accordingly, enclosed are the following documents:

- (1) (a) One copy each of Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, executed on behalf of each of the following corporations:

CSX Realty Development Corporation  
Hooker Homes, Inc.  
Nona Barnes, Inc.  
RDC Projects, Inc.

- (b) Four checks for \$35 each to cover the filing fees associated with (a) above.
- (2) One copy of each of the following listed documents executed (or provided) on behalf of each of the following:

CSX Realty Development, LLC  
Hooker Homes, LLC  
Nona Barnes, LLC  
RDC Projects, LLC

Mrs. Brenda L. Tadlock  
August 19, 1997  
Page Two

- (a) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
- (b) Affidavit of Membership and Contributions of Foreign Limited Liability Company.
- (c) Certificate of Designation of Registered Agent/Registered Office.
- (d) Certificate of Existence issued by the Secretary of State of Georgia.
- (e) Check in the amount of \$285 to cover filing fees.

As you further advised in your letter, a copy of our letter of July 1, 1997, together with a copy of your response of July 7, 1997, will accompany each of the limited liability company registrations.

Please know that we were most appreciative of your response. While we understand that current Florida statutes do not permit the conversion procedure we requested, your promptness in responding, as well as your willingness to make our written request part of the official registration, will hopefully resolve any future transactions involving property rights succession.

Please arrange to return all Certificates of Registration to me at the above address.

In the event you have additional questions or need further documentation, please do not hesitate to call me at 904-366-4242.

Sincerely,



PJA/kdp

Enclosures

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF  
FLORIDA:*

- ✓ 1. CSX Realty Development, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
- ✓ 2. Georgia  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-1251206  
(FEI number, if applicable)
4. April 25, 1997  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. April 25, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 500 Water Street  
Jacksonville, FL 32202  
(Street address of principal office)

**FILED**  
AUG 21 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

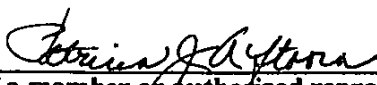
8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
(1) S. D. Beck 301 West Bay Street Jacksonville, FL 32202	Member of Board of Managers		
(2) P. D. Sandler 5656 Adamo Drive Tampa, FL 33619-3240	Member of Board of Managers		
(3) M. J. Ward 500 Water Street Jacksonville, FL 32202	Member of Board of Managers		

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of CSX Realty Development, LLC  
\_\_\_\_\_ deposes and says:

- 1) the above named limited liability company has <sup>one member</sup> ~~at least two members~~
- 2) the total amount of cash contributed by the member(s) is \$ -0-
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$172,092,341  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$172,092,341  
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$172,092,341

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

**FILED**  
97 AUG 21 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CSX Realty Development, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

FILED  
97 AUG 21 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

C T CORPORATION SYSTEM

Barbara A Burke

(Signature)

BARBARA A. BURKE  
SPECIAL ASSISTANT SECRETARY

(Title)

April 25, 1997

(Date)

**FILING FEE: \$ 35 for Designation of Registered Agent**

**Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 971210954  
CONTROL NUMBER : 9714191  
DATE INC/AUTH/FILED: 04/25/1997  
JURISDICTION : GEORGIA  
PRINT DATE : 05/01/1997  
FORM NUMBER : 211

CSX TRANSPORTATION/JOYCE A DOLAN  
500 WATER ST., S/C J-160  
JACKSONVILLE FL 32202

**CERTIFICATE OF EXISTENCE**

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**CSX REALTY DEVELOPMENT, LLC  
A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE