

P06000049572

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

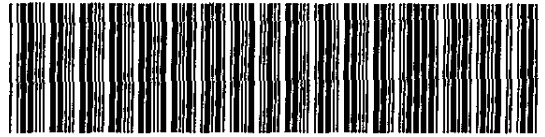
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000068820700

2006-08-01 09:00:00

P06-49572  
JR

EFFECTIVE  
2-1-06



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 3, 2006

CLAIRE A. DUCHEMIN  
2520-1 BARRINGTON CIRCLE  
TALLAHASSEE, FL 32308

SUBJECT: LAKE ARTHUR ESTATES, INC.  
Ref. Number: W06000015742

We have received your document for LAKE ARTHUR ESTATES, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

The registered agent must sign accepting the designation.

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 406A00022304

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** LAKE ARTHUR ESTATES, INC.

(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Claire A. Duchemin

(Contact Person)

Claire A. Duchemin, P.A.

(Firm/Company)

2520-1 Barrington Circle

(Address)

Tallahassee, FL 32308

(City, State and Zip Code)

For further information concerning this matter, please call:

Claire A. Duchemin at ( 850 ) 425-2855

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees     \$113.75 Filing Fees and Certificate of Status     \$113.75 Filing Fees and Certified Copy     \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**CLAIRE A. DUCHEMIN, P.A.**

ATTORNEY AT LAW  
2520-1 BARRINGTON CIRCLE  
TALLAHASSEE, FLORIDA 32308  
TELEPHONE 850-425-2855  
FACSIMILE 850-425-2442

April 5, 2006

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Attention: Tammi Cline

Re: Lake Arthur Estates, Inc.  
W06000015742

Dear Ms. Cline:

Enclosed are the following with regard to the above-referenced entity:

1. Copy of your April 3, 2006, letter to me;
2. Original Certificate of Conversion;
3. Original Articles of Incorporation which have been amended to reflect the April 1, 2006, effective date consistent with the date in the Certificate;
4. Original Certificate of Acceptance of Designation as Registered Agent.

Please file these documents using the original file date, which I believe you indicated was March 28<sup>th</sup> or 29<sup>th</sup>, 2006, and return the certified copy to my office. Thank you.

Sincerely,

  
Claire A. Duchemin

CAD/ajw  
Enclosures

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity" into a Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Lake Arthur Estates Development Company, LLC 204-31211  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, 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 April 15, 2004  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Florida

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Lake Arthur Estates, Inc.  
(Enter Name of Florida Profit Corporation)

EFFECTIVE DATE  
4-15-06

5. If not effective on the date of filing, enter the effective date: April 1, 2006.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 24 day of March, 2006.

Signature: William A. Bailey  
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: William A. Bailey Title: Incorporator/Director

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

---

**ARTICLES OF INCORPORATION  
OF  
LAKE ARTHUR ESTATES, INC.**

---

I, the undersigned, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of incorporating LAKE ARTHUR ESTATES, INC. (the "Corporation"), under the Laws of the State of Florida.

ARTICLE I

NAME - The name of the Corporation is: LAKE ARTHUR ESTATES, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS - The Corporation's principal office shall be located at 6488 Highway 85 North, Crestview, Florida, 32536, and its mailing address shall be 6488 Highway 85 North, Crestview, Florida, 32536.

ARTICLE III

TERM OF EXISTENCE - This corporation shall have perpetual existence, commencing April 1, 2006.

ARTICLE IV

GENERAL PURPOSE OF CORPORATION - The general purpose of the Corporation and the nature of the business to be transacted by the Corporation are to engage in any and all activities and exercise any and all powers, rights and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK - The maximum number of shares of any equity security that the Corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE - The initial registered agent and the street address of the initial registered office of the Corporation shall be Claire A. Duchemin, 2520-1 Barrington Circle, Tallahassee, Florida, 32308. The Board of Directors may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

INDEMNIFICATION- The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the Corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the Corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the Corporation's Bylaws and shall not deviate therefrom without amending said Bylaws.

ARTICLE VIII

DIRECTORS - The Corporation shall not have less than one (1) Director initially. The number of directors may be increased or decreased by the Board of Directors, as expressed in the Corporation's Bylaws, but shall never be less than one (1). A Director is not required to meet any qualifications other than those required by the laws of the State of Florida. The names and addresses of the initial directors are as follows:

William A. Bailey  
6488 Highway 85 North  
Crestview, FL 32536

Betty W. Bailey  
6488 Highway 85 North  
Crestview, FL 32536

ARTICLE IX

INCORPORATOR - The name and street address of the person acting as the Incorporator of the Corporation are as follows:

William A. Bailey  
6488 Highway 85 North  
Crestview, FL 32536

ARTICLE X

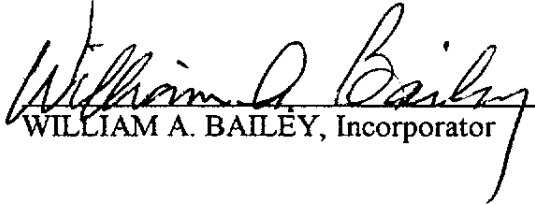
PREEMPTIVE RIGHTS - All holders of the Corporation's Common Stock shall have Preemptive Rights with respect to any stock, regardless of class or series, issued by the Corporation subsequent to the date on which any such shareholder purchased his shares. The Preemptive Right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the Corporation such that his proportionate ownership interest in the Corporation will remain the same.



ARTICLE XI

AMENDMENT - These Articles of Incorporation may be amended as provided under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation this 24 day of March, 2006.

  
WILLIAM A. BAILEY, Incorporator

STATE OF FLORIDA )

COUNTY OF Leon)

I CERTIFY that on the 24<sup>th</sup> day of March, 2006, WILLIAM A. BAILEY, who is personally known to me or who presented identification in the form of id, did execute the foregoing Articles of Incorporation as the Incorporator.



Angela K. Joyner  
MY COMMISSION # DD094285 EXPIRES  
June 9, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC

---

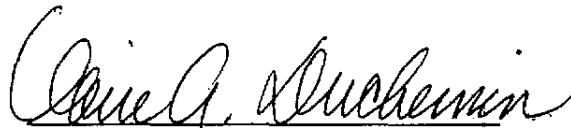
**CERTIFICATE  
OF  
ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT OF  
LAKE ARTHUR ESTATES, INC.**

---

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida, does hereby accept the appointment as such Registered Agent and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office which is located at:

2520-1 Barrington Circle  
Tallahassee, FL 32308

IN WITNESS WHEREOF, I, the have hereunto set my hand and seal at Tallahassee, Leon County, Florida, this 24<sup>th</sup> day of March, 2006.



CLAIRE A. DUCHEMIN  
CLAIRE A. DUCHEMIN, P.A.