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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

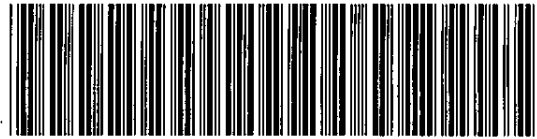
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# **LEGENDARY YACHT CLUBS OF DESTIN, LLC**

4100 Legendary Drive, Suite 200, Destin, FL 32541

Phone: 850.337.8000 Fax: 850.337-8001

October 23, 2007

## **Via Federal Express**

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

Re: Conversion of Legendary Yacht Clubs of Destin, LLC into  
Legendary Yacht Clubs of Destin, Inc.

Gentlemen:


The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert a Florida limited liability company into a Florida corporation in accordance with Florida Statutes, Section 608.439.

We enclose our check in the amount of \$150.00 to cover the filing fees as follows:

\$ 25.00	Filing of Certificate of Conversion
<u>\$125.00</u>	Filing of Articles of Organization
\$150.00	

Please direct all correspondence and requests for further information concerning this matter to the undersigned at [wparker@legendaryinc.com](mailto:wparker@legendaryinc.com) or at the phone number and address shown on the letterhead above.

Sincerely,



Wendy Parker

Enclosures

**CERTIFICATE OF CONVERSION**  
for  
**Legendary Yacht Clubs of Destin, LLC**  
into  
**Legendary Yacht Clubs of Destin, Inc.**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 NOV -2 PM 2:17

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following limited liability company (the "Other Business Entity") into a Florida corporation in accordance with Section 608.439, Florida Statutes.

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

**Legendary Yacht Clubs of Destin, LLC**

2. The Other Business Entity is a Florida limited liability company, first organized, formed or incorporated under the laws of the State of Florida on July 25, 2007 under document number L07000076823.

3. The jurisdiction of the Other Business Entity has not changed since its formation.

4. The name of the Florida corporation, as set forth in the attached Articles of Incorporation, is:

**Legendary Yacht Clubs of Destin, Inc.**

5. The effective date of this conversion is the date of the filing of this Certificate.

IN WITNESS whereof, this Certificate has been executed this 22<sup>nd</sup> day of October, 2007.

**Legendary Yacht Clubs of Destin, LLC**

By Its Managing Member:  
**Legendary Yacht Clubs, LLC**

By: [Signature]  
Its President

## **ARTICLES OF INCORPORATION OF LEGENDARY YACHT CLUBS OF DESTIN, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

### **ARTICLE 1 NAME AND ADDRESS**

Section 1.1 Name. The name of the corporation is **Legendary Yacht Clubs of Destin, Inc.**

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4100 Legendary Drive, Suite 200, Destin, Florida 32541.

### **ARTICLE 2 DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

### **ARTICLE 3 PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

### **ARTICLE 4 CAPITAL**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

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

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 300A Wharfside Way, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is Mitchell W. Legler.

## ARTICLE 6 DIRECTORS

Section 6.1 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the sole member of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Peter H. Bos	4100 Legendary Drive, Suite 200 Destin, FL 32541

## ARTICLE 7 BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE 8 INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Mitchell W. Legler	300A Wharfside Way Jacksonville, Florida 32207

## ARTICLE 9 INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10  
AMENDMENT

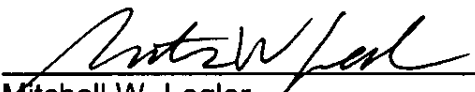
Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles on October 19, 2007.

  
\_\_\_\_\_  
Mitchell W. Legler, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of a registered agent.

  
\_\_\_\_\_  
Mitchell W. Legler