

#P11000107699

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER
DEC 22 2011

UPCHURCH, BAILEY AND UPCHURCH, P.A.

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St. Augustine, Florida 32085-3007

OF COUNSEL:
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TRACY WILSON UPCHURCH
FRANK D. UPCHURCH, SR.
(1894-1986)
HAMILTON D. UPCHURCH
(1925-2008)

December 20, 2011

Via Federal Express

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


Re: Harbour Vista, LLC Conversion to Harbour Vista, Inc.

Dear Sir or Madam:

With reference to the above, please find for filing the enclosed Certificate of Conversion for "Other Business Entity" into a Florida Profit Corporation. Also, enclosed is our firm check in the amount of \$122.50 for the filing fee.

Please call if you have any questions.

Sincerely,


Nancy A. McAlum

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HARBOUR VISTA, 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:

DONALD W. WALLIS, ESQ.

Contact Person

UPCHURCH, BAILEY & UPCHURCH, PA

Firm/Company

780 NORTH PONCE DE LEON BLVD

Address

ST AUGUSTINE, FL 32084

City, State and Zip Code

dwallis@ubulaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donald W. Wallis, Esq

Name of Contact Person

at (904) 829-9066

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

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

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11 DEC 21 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

HARBOUR VISTA, LLC

#L11000106022

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, 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 9/16/11

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:

N/A

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

HARBOUR VISTA, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 20 day of DECEMBER, 2011.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature]

Printed Name: RICHARD E. TURNBULL Title: PRESIDENT

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]
Printed Name: RICHARD E. TURNBULL Title: MANAGING MEMBER

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

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
HARBOUR VISTA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **Harbour Vista, Inc.** (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office of the Corporation is 21 Lockhart Lane, St. Augustine, Florida 32080, and the mailing address of the Corporation is the same.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States or this State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of common stock, all of which shall be of the par value of \$.01 per share. The common stock shall be divided into two (2) classes of 50,000 shares each, which classes shall be titled Voting Common Stock and Nonvoting Common Stock. The only difference between the features, rights and entitlements of the shares of the two (2) classes shall be (i) that each share of Voting Common Stock shall be entitled to one (1) vote to the fullest extent permitted by the Florida Business Corporation Act (Chapter 607, Florida Statutes) (the "Act"), and (ii) that none of the shares of Nonvoting Common Stock shall have any right whatsoever to vote, except to the extent required by the Act.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be one, and the name and address of the person who is to serve as the sole member thereof is:

NAME

ADDRESS

Richard E. Turnbull

21 Lockhart Lane
St. Augustine, Florida 32080

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 21 Lockhart Lane, St. Augustine, Florida 32080, and the name of its initial registered agent at such address is Richard E. Turnbull.

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator is Richard E. Turnbull, 21 Lockhart Lane, St. Augustine, Florida 32080.

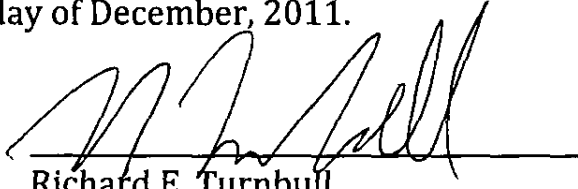
ARTICLE VIII – TERM OF EXISTENCE

Pursuant to Section 607.0203(1), Florida Statutes, these Articles of Incorporation shall become effective upon the filing of the Articles of Incorporation. The existence of the Corporation as a business entity commenced on September 16, 2011, and the Corporation shall exist perpetually.

ARTICLE IX – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of December, 2011.



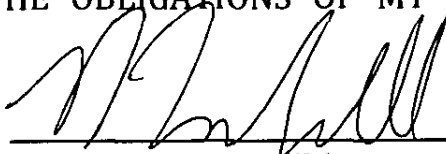
Richard E. Turnbull

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Harbour Vista, Inc.
2. The name of the registered agent is Richard E. Turnbull, and the address of the registered office is 21 Lockhart Lane, St. Augustine, Florida 32080.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.



Richard E. Turnbull

Date: December 20th, 2011