

P15000024389

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 13 2015

S. GILBERT

DANA C. MATTHEWS

MICHAEL A. JONES

JOHN W. HAWKINS
Of Counsel
Also admitted in Texas

DAWN E. STUNTZ
Also admitted in Mississippi

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District of Columbia and Georgia

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Also admitted in Alabama

DAVID J. OBERLIESEN

DANA C. "D.C." MATTHEWS II

JOHN M. STRATTON

Reply To Destin

aknowles@destinlaw.com

Sent via Overnight Delivery

March 11, 2015

Division of Corporation
Attn: New Filings
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Conversion of LLC to Corporation: Document No. W15000010130 - Compass Resorts, Inc.

To Whom It May Concern:

We have completed the filing of the Annual Report for Compass Resorts, LLC, and would like to re-submit the documentation for the Conversion of Compass Resorts, LLC to Compass Resorts, Inc. I am including a copy of the documents previously submitted to your office on January 28, 2015 and confirmed that your office held onto the funds to complete this request.

Also per my review of the online system, our Firm's mailing address was entered incorrectly. Please correct this information to read as follows: 4475 Legendary Drive, Destin, Florida 32541.

If there are any further issues or if any further information is needed to complete this request, do not hesitate to contact myself or Mrs. Dawn Stuntz at (850) 837-3662.

Kindest Regards,

A handwritten signature in black ink, appearing to read 'Abbey Knowles'. The signature is fluid and cursive, with the first name 'Abbey' being more prominent.

Abbey Knowles
Legal Assistant to Dawn E. Stuntz

Enclosures: as stated

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15 MAR 12 PM 1:13
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COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Compass Resorts, 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:

Dawn E. Stuntz

Contact Person

Matthews & Jones, LLP

Firm/Company

4475 Legendary Drive

Address

Destin, FL 32541

City, State and Zip Code

dstuntz@destinlaw.com

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

For further information concerning this matter, please call:

Dawn E. Stuntz

Name of Contact Person

at (850) 837-3662

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:

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

MAILING ADDRESS:

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

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

FILED
15 MAR 12 AM 11:13
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:

Compass Resorts, LLC - L06000011974
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 **02-02-2006**
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:**

Compass Resorts, 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.)

Signed this 26th day of January, 20 15.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or if Directors or Officers have not been selected, an Incorporator: C. Rodney Olsen

Printed Name: C. Rodney Olsen Title: President

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

Signature: Dawn E. Stenitz
Printed Name: Dawn E. Stenitz Title: Authorized Representative

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

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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15 MAR 12 AM 11:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: Compass Resorts, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

Mailing address, if different is:

13330 US Hwy 98 W

Miramar Beach, FL 32550

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all legal purposes.

ARTICLE IV SHARES

The number of shares of stock is: 100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: C. Rodney Olsen - President

Name and Title: Michael C. McDaniel - Vice President

Address: 13330 US Hwy 98 W
Miramar Beach, FL 32550

Address: 13330 US Hwy 98 W
Miramar Beach, FL 32550

Name and Title: Ryan Marcell - Sec/Treasurer

Name and Title: _____

Address: 13330 US Hwy 98 W
Miramar Beach, FL 32550

Address: _____

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Matthews & Jones, LLP

Address: 4475 Legendary Drive
Destin, FL 32541

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

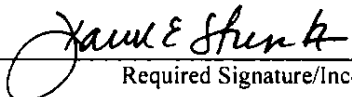
Name: Dawn E. Stuntz
Address: 4475 Legendary Drive
Destin, FL 32541

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature/Registered Agent

1/26/2015
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature/Incorporator

1/26/2015
Date