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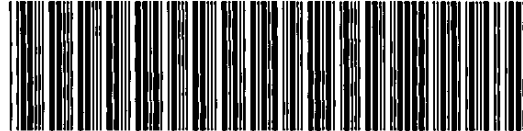
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October 16, 2006

**Via Hand Delivery**

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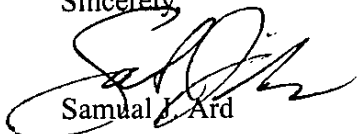
**Re: Certificate of Conversion, Articles of Organization and Designation  
Of Registered Agent**

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Certificate of Conversion, Articles of Organization and Certificate of Designation for Registered Agent for Flagler Development Company, LLC. We have enclosed a self addressed, stamped envelope for return of a certified copy of these documents to: Ms. Heidi Eddins, 10151 Deerwood Park Boulevard, Building 100, Suite 330, Jacksonville, FL 32256.

A check (#7415) in the amount of \$180.00 is enclosed to cover the cost of these filings and copies. Please call if you have any questions regarding this request. Thank you for your time and attention to the same.

Sincerely,



Samual J. Ard

SJA:nh

Enclosures

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
OF  
FLAGLER DEVELOPMENT COMPANY  
INTO  
FLAGLER DEVELOPMENT COMPANY, LLC**

**FILED**  
06 OCT 16 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned converting entity files this Certificate of Conversion for the purpose of converting **FLAGLER DEVELOPMENT COMPANY**, a Florida corporation, into **FLAGLER DEVELOPMENT COMPANY, LLC**, a Florida limited liability company. F40519

1. Flagler Development Company has been converted into a Florida limited liability company (the "Conversion") in accordance with Chapter 607 of Florida Statutes and such Conversion complies with the applicable laws governing corporations and limited liability companies in Florida including s.608.439, Florida Statutes.

2. Flagler Development Company was originally incorporated under the laws of the State of Florida on August 17, 1981 under the name "Commercial Realty and Development Company" which name was changed to "Gran Central Corporation" on April 27, 1987 and to "Flagler Development Company" on June 29, 2000.

3. The name of the Florida limited liability company arising from the Conversion is "Flagler Development Company, LLC" as set forth in the Articles of Organization attached hereto as Exhibit A.

4. The principal place of business of Flagler Development Company, LLC is 10151 Deerwood Park Blvd., Building 100, Suite 330, Jacksonville, Florida 32256.

5. The Plan of Conversion governing the Conversion was approved by Flagler Development Company as required by its governing documents by written consent of the board of directors and written consent of the sole shareholder in accordance with the provisions of Chapter 607 of Florida Statutes.

6. The effective date of the Conversion shall be the date upon which this Certificate of Conversion is filed with the Florida Secretary of State.

7. Pursuant to the Plan of Conversion, Flagler Development Company, LLC has agreed to pay any shareholders of Flagler Development Company having appraisal rights the amount to which they are entitled under Florida Statutes Sections 607.1301-607.1333.

Dated: October 13<sup>th</sup>, 2006

**FLAGLER DEVELOPMENT  
COMPANY**

By: \_\_\_\_\_

Armando Codina

Its: \_\_\_\_\_

President

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06 OCT 16 PM 2:08  
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TALLAHASSEE, FLORIDA

**EXHIBIT A**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**FLAGLER DEVELOPMENT COMPANY, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

**ARTICLE I - NAME**

The name of this limited liability company (the "Company") is **FLAGLER DEVELOPMENT COMPANY, LLC**.

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of this Company is 10151 Deerwood Park Blvd., Building 100, Suite 330, Jacksonville, Florida 32256.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company is 10151 Deerwood Park Blvd., Building 100, Suite 330, Jacksonville, Florida 32256 and the name of its initial registered agent at such address is Heidi J. Eddins.

**ARTICLE IV - MANAGEMENT OF THE COMPANY**

The Company is to be managed by a board of managers and is, therefore, a manager-managed company. The Board of Managers may appoint such officers and agents as it deems necessary and appropriate to act on behalf of the Company. The initial Board of Managers shall consist of:

Armando Codina  
Adolfo Henriques  
Daniel Popky

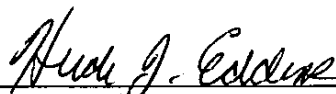
## ARTICLE V - MEMBERSHIP INTERESTS

The Company may issue certificates evidencing membership interests in such form and in accordance with such terms as determined by the Board of Managers from time-to-time. All membership interests in the Company shall be owned initially by Florida East Coast Industries, Inc.

## ARTICLE VI - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13<sup>th</sup> day of October, 2006. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Heidi J. Eddins  
as Authorized Representative

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the below named limited liability company, 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 limited liability company is:

**FLAGLER DEVELOPMENT COMPANY, LLC**

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

Heidi J. Eddins  
10151 Deerwood Park Blvd.  
Bldg. 100, Suite 330  
Jacksonville, Florida 32256

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.

Dated: October 15, 2006

Signature of Registered Agent

  
\_\_\_\_\_  
Heidi J. Eddins