

L100000034585

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

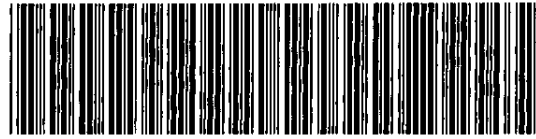
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



400172850874

03/29/10--01052--006 \*\*155.00

FILED  
10 MAR 29 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Alco Groves, LLC  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

E. Rollins Brown, II  
(Contact Person)

Brown & Brown, L.L.P.  
(Firm/Company)

1626 90th Avenue  
(Address)

Vero Beach, Florida 32966  
(City, State and Zip Code)

ERB@brownllp.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Colleen Antonides at (772) 226-3600  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 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

FILED  
10 MAR 29 PM 3: 52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

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

Alco Groves, Inc.

520408

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, 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 December 16, 1976

(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 Limited Liability Company as set forth in the **attached Articles of Organization**:

Alco Groves, LLC

(Enter Name of Florida Limited Liability Company)

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

(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 Organization, if an effective date is listed therein.)

Signed this 26<sup>th</sup> day of March 2010.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: Edgar A. Brown  
Printed Name: Edgar A. Brown Title: Manager

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

Signature: Edgar A. Brown  
Printed Name: Edgar A. Brown Title: Director, President

Signature: Dan C. Scott  
Printed Name: Dan C. Scott Title: Director, Secretary

Signature: Benjamin A. Brown, II  
Printed Name: Benjamin A. Brown, II Title: Director, Vice-President

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**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.

**All others:**

Signature of an authorized person.

**Fees:**

|  |                    |
|--|--------------------|
| Certificate of Conversion:                 | \$25.00            |
| Fees for Florida Articles of Organization: | \$125.00           |
| Certified Copy:                            | \$30.00 (Optional) |
| Certificate of Status:                     | \$5.00 (Optional)  |

## PLAN OF CONVERSION

*The following plan of conversion is submitted in compliance with Section 607.1112 of the Florida Business Corporation Act (the "Act"):*

1. The name, form and jurisdiction of the organization **before conversion** is:

**Alco Groves, Inc.**  
**a Florida corporation**  
**Doc. No. 520408**

2. The name, form and jurisdiction of the organization **after conversion** is:

**Alco Groves, LLC,**  
**a Florida limited liability company**

3. Upon the conversion becoming effective, **Alco Groves, LLC**, shall be governed by the terms and provisions of the Florida Limited Liability Company Act.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration money, interests in the converted organization, and other consideration are as follows:

**Alco Groves, Inc.**, a Florida corporation (the "Corporation"), has three (3) shareholders, **Edgar A. Brown**, owning fifty percent (50%) of the Corporation's issued and outstanding stock, **Dan C. Scott** and Alfred W. Scott, each owning twenty five percent (25%) each of the Corporation's issued and outstanding stock respectively, and collectively referred to hereinafter as the "**Shareholders**."

Upon the conversion becoming effective, all of the Corporation's issued and outstanding shares shall be converted into proportionate percentages of membership interests in **Alco Groves, LLC** (the "Members").

5. A copy of the Articles of Organization for **Alco Groves, LLC** as shall be filed with the Florida Department of State are attached hereto as Exhibit A. The Articles of Organization, the Certificate of Conversion and the Plan of Conversion were approved and adopted by the Shareholders and the Board of Directors by unanimous written consent on March 26, 2010.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the shareholders of the corporation to be converted.
7. The signatures of the shareholders of the corporation to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of their authority to execute and deliver

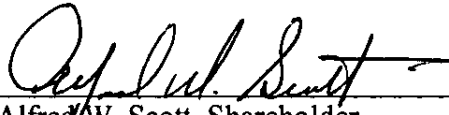
such instruments or documents.

IN WITNESS WHEREOF, this Plan of Conversion is effective this 26 day of March, 2010.

REQUIRED SIGNATURES:

  
\_\_\_\_\_  
Edgar A. Brown, Shareholder & Director

  
\_\_\_\_\_  
Dan C. Scott, Shareholder & Director

  
\_\_\_\_\_  
Alfred W. Scott, Shareholder

  
\_\_\_\_\_  
Benjamin A. Brown, II, Director

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Alco Groves, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:**

**Mailing Address:**

1626 90th Avenue

Vero Beach, FL 32966

1626 90th Avenue

Vero Beach, FL 32966

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Edgar R. Brown, II

Name

1626 90th Avenue

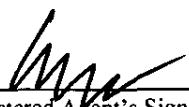
Florida street address (P.O. Box **NOT** acceptable)

Vero Beach

FL 32966

City, State, and Zip

*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 as provided for in Chapter 608, F.S..*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

Edgar A. Brown

1626 90th Avenue

Vero Beach, FL 32966

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

*Edgar A. Brown*

Signature of a member or an authorized representative of a member.

(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.)

Edgar A. Brown

Typed or printed name of signee

FILED  
10 MAR 29 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)