

L11000005054

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

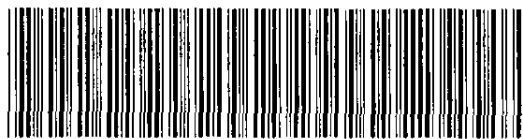
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W11000001157

Office Use Only

CF 150.00
Cert 30.00



400187901194

01/05/11--01007--007 **312.50

FILED
11 JAN -6 PM 3:52
CLERK OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

JAN 12 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 7, 2011

JAMES L. ADE
1050 RIVERSIDE AVENUE
JACKSONVILLE, FL 32204

SUBJECT: BRAZNELL & ASSOCIATES, LLC
Ref. Number: W11000001157

We have received your document for BRAZNELL & ASSOCIATES, LLC and your check(s) totaling \$312.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must state the date on which, and the jurisdiction in which, the other business entity was first organized and, if changed, its jurisdiction immediately prior to the conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 811A00000648

11 JAN '6 PM 3:52
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

James L. Ade, P.L.

1050 Riverside Avenue
Jacksonville, Florida 32204
Telephone No.: (904) 354-9000 ext. 233
Facsimile No. : (904) 354-8860
JLA@jaxbusinesslaw.com

December 30, 2010

x
233

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

Dear Ladies/Gentlemen:

Enclosed please find the original and one copy of the following documents to be filed in connection with the conversion of Braznell & Associates, a Florida general partnership, into Braznell & Associates, LLC, a Florida limited liability company:

1. Partnership Registration Statement for Braznell & Associates.
2. Certificate of Conversion for "Other Business Entity" into Florida Limited Liability Company and attached Articles of Organization of Braznell & Associates, LLC.

Enclosed also please find my firm check in the amount of \$312.50 to cover the following filing fees and costs of certified copies:

	Filing Fee	Certified Copy
1. Partnership Registration Statement –	\$50.00	\$52.50
2. Articles of Organization of Braznell & Associates, LLC –	\$125.00	\$30.00
3. Certificate of Conversion for "Other Business Entity" into Florida Limited Liability Company –	<u>\$ 25.00</u>	<u>\$ 30.00</u>
Total Filing Fee and Certified Copy Costs:	<u>\$200.00</u>	<u>\$112.50</u>

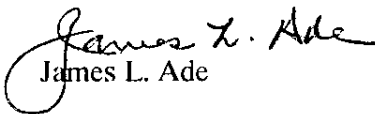
FILED
11 JAN 6 PM 3:52
TALLAHASSEE, FL 32314
DIVISION OF STATE
CORPORATIONS

December 30, 2010

Page 2

I trust that this letter and the enclosed documents together with my firm check will be sufficient to allow you to file the enclosed documents and provide certified copies to me. If, however, you have any questions or need any additional information concerning this matter please do not hesitate to call.

Sincerely yours,


James L. Ade

JLA/lefr

Enclosures

FILED
11 JAN -6 PM 3:52
RECEIVED OF STATE
JAN 11 2011

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 Section 608.439, Florida Statutes.

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

BRAZNELL & ASSOCIATES

GP1100000033

2. The "Other Business Entity" is a general partnership first organized, formed or incorporated under the laws of Florida on December 31, 1986.

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:

Not Applicable.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

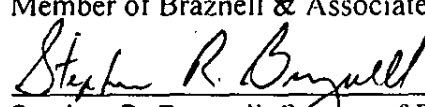
BRAZNELL & ASSOCIATES, LLC

5. Effective on the date of filing with the Florida Department of State, Division of Corporations.

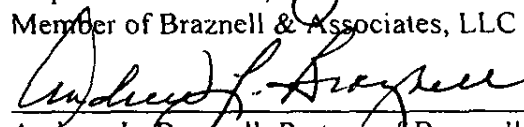
Signed this 13th day of July, 2010.



Scott H. Braznell, III, Partner of Braznell & Associates and
Member of Braznell & Associates, LLC



Stephen R. Braznell, Partner of Braznell & Associates and
Member of Braznell & Associates, LLC



Andrew L. Braznell, Partner of Braznell & Associates and
Member of Braznell & Associates, LLC

FILED
11 JUN - 6 PM 3:52
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BRAZNELL & ASSOCIATES, LLC**

The undersigned individuals hereby adopt these Articles of Organization in order to form a limited liability company under Chapter 608, Florida Statutes.

EXPLANTORY STATEMENT

Immediately prior to the execution of this Agreement, the signatories were all of the general partners of BRAZNELL & ASSOCIATES, a Florida general partnership, which was organized on December ____, 1986 (the "Partnership").

The signatories have agreed to convert the Partnership into a Limited Liability Company.

In furtherance of that objective, they have caused the Company (as defined herein) to be organized and are transferring all of their interests in the Partnership to the Company in exchange for membership rights, which will be issued to them in the same proportion as their interests in the Partnership.

Immediately upon the Company's receipt of the partnership interests, the Partnership will be dissolved, the Partnership's assets will be distributed to the Company, and the Company will assume the Partnership's liabilities and continue its business, all subject to the terms and conditions of this Agreement.

**ARTICLE I
NAME**

The name of the limited liability company is BRAZNELL & ASSOCIATES, LLC (the "Company").

**ARTICLE II
EXISTENCE AND DURATION**

The existence of the Company shall commence on the filing of these Articles of Organization with the Florida Department of State and its existence shall be perpetual unless it is earlier dissolved

FILED
11 JAN -6 PM 3:52
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

as provided in these Articles of Organization, its Regulations, or by operation of the Florida Limited Liability Company Act.

ARTICLE III
BUSINESS AND MAILING ADDRESS

The initial street address and mailing address of the principal office of Company is 7250 S.W. 39th Terrace, Miami, Florida 33155.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and the street address of the initial registered agent of the Company in the State of Florida are John Weston Scott, at 7250 S.W. 39th Terrace, Miami, Florida 33155.

ARTICLE V
MANAGEMENT

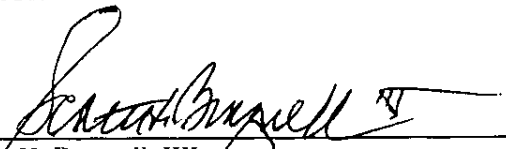
The Company is to be a member-managed company and be managed by all of its members pursuant to Section 608.422 of the Florida Limited Liability Company Act. No Members of the Company shall be an agent of the Company solely by virtue of being a Member.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The members of the Company shall have the right to admit additional members on such terms and conditions as are provided in the Operating Agreement of the Company.

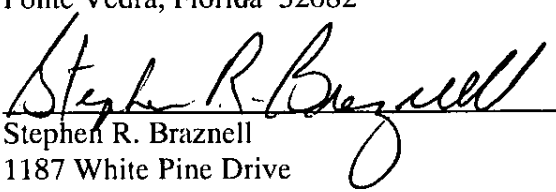
IN WITNESS WHEREOF, the undersigned members have made and subscribed to these Articles of Organization this 21 day of July, 2010.

Managing Member



Scott H. Braznell, III
3216 Fiddlers Hammock Lane
Ponte Vedra, Florida 32082

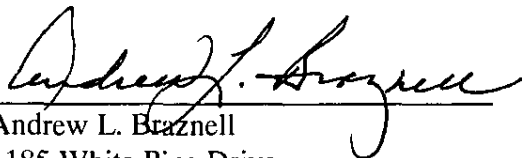
Managing Member



Stephen R. Braznell
1187 White Pine Drive
Hendersonville, NC 28739

FILED
11 JAN -6 PM 3:52
CLERK OF STATE
TALLAHASSEE, FLORIDA

Managing Member



Andrew L. Braznell
1185 White Pine Drive
Hendersonville, NC 28739

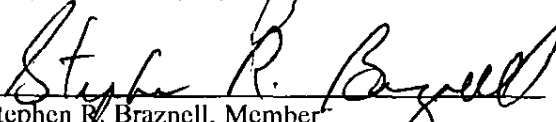
**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BRAZNELL & ASSOCIATES, LLC**

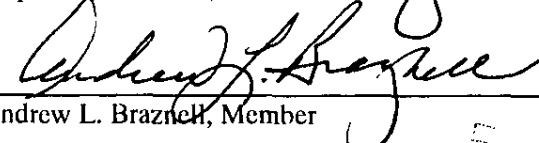
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designed in the above stated limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with 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.


John Scott Weston, Registered Agent

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization on this 21 day of July, 2010.


Scott H. Braznell, III, Member


Stephen R. Braznell, Member


Andrew L. Braznell, Member

FILED
11 JAN -6 PM 3:52
CLERK OF STATE
TALLAHASSEE, FLORIDA