

L12000007304

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

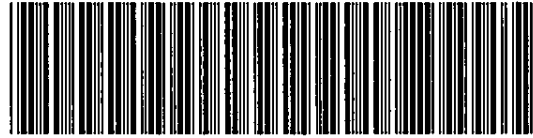
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600218070156

01/13/12--01036--015 **185.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 13 PM 12:06



GUNSTER
FLORIDA'S LAW FIRM FOR BUSINESS

Our File Number: 33779.1
Writer's E-Mail Address: RBurdo@Gunster.com
Writer's Direct Dial: 561-650-0703

January 12, 2012

FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Clarfield, Okon, Salomone & Pincus, P.A.:
Conversion to Florida professional limited liability company

Dear Sir or Madam:

In connection with the conversion, *effective as of January 13, 2012*, of Clarfield, Okon, Salomone & Pincus, P.A., a Florida professional corporation (Doc #P08000005002) to a Florida professional limited liability company, enclosed please find the *originals and one (1) copy* of each of the following documents:

1. Certificate of Conversion, including Plan of Conversion; and
2. Articles of Organization of Clarfield, Okon, Salomone & Pincus, P.L.

Also enclosed is our firm's check in the amount of \$185 (\$150 filing fee; \$30 certified copy fee; and \$5 certificate of status) and a return FedEx envelope in which to return a certified copy and certificate of status.

Thank you for your assistance in this matter. If you have any questions or comments regarding this filing, please contact the undersigned at 561-650-0703.

Very truly yours,

Rita M. Burdo, CP, FRP
Certified Paralegal

Enclosures

cc: Steven J. Clarfield, Esq. (w/enc.)
Adi Rappoport, Esq. (w/enc.)

WPB_ACTIVE 4983224.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 JAN 13 PM 12:06

CERTIFICATE OF CONVERSION
FOR
CLARFIELD, OKON, SALOMONE & PINCUS, P.A.
a Florida professional corporation
INTO
CLARFIELD, OKON, SALOMONE & PINCUS, P.L.
a Florida professional limited liability company

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida professional limited liability company in accordance with Sections 608.439, 608.409 and 621.13, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is CLARFIELD, OKON, SALOMONE & PINCUS, P.A., a Florida professional corporation.

2. The "Other Business Entity" is a Florida professional corporation first incorporated under the laws of the State of Florida on January 15, 2008 (the "Corporation") (Document No.: P08000005002).

3. The jurisdiction of the Corporation continues to be Florida.

4. The name of the Florida professional limited liability company as set forth in the attached Articles of Organization is CLARFIELD, OKON, SALOMONE & PINCUS, P.L. (the "Company").

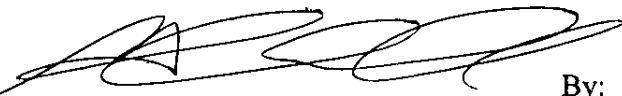
5. The effective date of conversion is

6. The conversion is permitted by the application laws governing the "Other Business Entity" and the conversion complies with such laws and the requirements of Section 608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the State of Florida.

Dated as of the 12 day of January, 2012.

CLARFIELD, OKON, SALOMONE & CLARFIELD, OKON, SALOMONE & PINCUS,
PINCUS, P.A., a Florida professional P.L., a Florida professional limited liability
corporation company

By: 
Steven J. Clarfield, President

By: 
Steven J. Clarfield, Authorized Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 JAN 13 PM 12:06

**ARTICLES OF ORGANIZATION
FOR
CLARFIELD, OKON, SALOMONE & PINCUS, P.L.
(A Florida Professional Limited Liability Company)**

The undersigned, for the purpose of forming a professional limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act and Professional Service Corporation and Limited Liability Company Act (collectively, the "Acts"), hereby adopts the following Articles of Organization:

**ARTICLE I -
Name**

The name of the Limited Liability Company is CLARFIELD, OKON, SALOMONE & PINCUS, P.L. (the "Company").

**ARTICLE II -
Duration**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III -
Nature of Business**

This Company is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - PROFESSIONAL LEGAL SERVICES
Address**

The initial principal office address of the Company is 500 South Australian Avenue, Suite 730, West Palm Beach, Florida 33401.

The initial mailing address of the Company is 500 South Australian Avenue, Suite 730, West Palm Beach, Florida 33401.

**ARTICLE V -
Initial Registered Agent and Registered Office**

The street address of the initial registered office of the Company is 500 South Australian Avenue, Suite 730, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Company at that address is STEVEN J. CLARFIELD.

**ARTICLE VI -
Management**

The Company shall be managed by a Board of Managers in accordance with the Operating Agreement of the Company. The names and addresses of the initial Managers of the Company are:

STEVEN J. CLARFIELD
500 South Australian Avenue, Ste. 730
West Palm Beach, FL 33401

ROBERT C. OKON
500 South Australian Avenue, Ste. 730
West Palm Beach, FL 33401

KENNETH L. SALOMONE
1701 West Hillsboro Boulevard, Ste. 202
Deerfield Beach, FL 33442

CARYN PINCUS
500 South Australian Avenue, Ste. 730
West Palm Beach, FL 33401

**ARTICLE VII -
Initial Officers and Directors**

OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
STEVEN J. CLARFIELD	500 South Australian Avenue, Ste. 730 West Palm Beach, FL 33401	President
ROBERT C. OKON	500 South Australian Avenue, Ste. 730 West Palm Beach, FL 33401	Vice President
KENNETH L. SALOMONE	1701 West Hillsboro Boulevard, Ste. 202 Deerfield Beach, FL 33442	Vice President
CARYN PINCUS	500 South Australian Avenue, Ste. 730 West Palm Beach, FL 33401	Vice President

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
STEVEN J. CLARFIELD	500 South Australian Avenue, Ste. 730 West Palm Beach, FL 33401
ROBERT C. OKON	500 South Australian Avenue, Ste. 730 West Palm Beach, FL 33401
KENNETH L. SALOMONE	1701 West Hillsboro Boulevard, Ste. 202 Deerfield Beach, FL 33442
CARYN PINCUS	500 South Australian Avenue, Ste. 730 West Palm Beach, FL 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 13 PM 12:06

12 JAN 13 PM 12:06

**ARTICLE VIII -
Membership Certificates**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

**ARTICLE IX -
Indemnification**

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by an member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

(a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.

(b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.

(c) In the case of a manager or managing member, a circumstance under which the liability provisions of section 608.426 of the Florida Statutes are applicable.


(d) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

**ARTICLE X -
Amendment**

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 12th day of January, 2012.



Adi Rappoport, Authorized Representative

(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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 13 PM 12: 06

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, STEVEN J. CLARFIELD hereby accepts the appointment as registered agent and agrees to act in this capacity. STEVEN J. CLARFIELD further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and STEVEN J. CLARFIELD is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.


STEVEN J. CLARFIELD

Dated: January 12, 2012.

WPB_ACTIVE 4973084.3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 13 PM 12:06