

L12 00000 7812

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

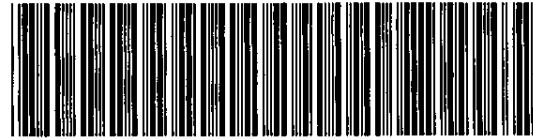
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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12/30/11--01012--030 \*\*185.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T. CLINE

JAN 17 2012

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Marshall S. Bailey, DMD, 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:

Marshall Bailey  
(Contact Person)

Marshall S. Bailey, DMD  
(Firm/Company)

75 San Marco Avenue  
(Address)

Saint Augustine, FL 32084  
(City, State and Zip Code)

msbaileydmd@msn.com  
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Amy Sarine at ( 904 ) 810-1002  
(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

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 4, 2012

MARSHALL BAILEY  
75 SAN MARCO AVENUE  
SAINT AUGUSTINE, FL 32084

SUBJECT: MARSHALL S. BAILEY, DMD, LLC  
Ref. Number: W1200000498

We have received your document for MARSHALL S. BAILEY, DMD, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law does not allow a sole proprietorship to file a conversion. A sole proprietorship is a business owned and operated by one individual. As a sole proprietor, the one individual owner is responsible for making all of the business decisions and all of the debts of the business are considered to be the debts of the one individual owner, as well. The sole proprietorship may or may not conduct business under the one individual owner's legal name. Because the business and the individual are considered as one organization and need each other to co-exist from a legal perspective, a sole proprietorship is not considered a business entity and cannot, therefore, file a conversion under Florida law.

If your sole proprietorship is actually owned and operated by two or more individuals and those individuals serve in the capacity of a partner, your business may not be a sole proprietorship. Your business may meet the definition of a partnership in accordance with Chapter 620, Florida Statutes. Chapter 620, Florida Statutes, allows a partnership to file a conversion. However, the partnership must first file a statement of registration in accordance with section 620.8105, Florida Statutes.

We are enclosing a statement of registration should your business entity meet the criteria of a partnership and you wish to proceed with the conversion. Please note the fee to register a partnership is \$50. To proceed with the conversion, please correct your conversion documents to reflect your current business entity is a partnership and resubmit the conversion documents along with the enclosed registration statement and an additional fee of \$50.

This office strongly suggests that you seek legal advice concerning this matter.

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

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS

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If you have any questions concerning the filing of your document, please call  
(850) 245-6020.

Tammi Cline  
Regulatory Specialist II

Letter Number: 712A00000148

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: Marshall S. Bailey, DMD, LLC**  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marshall S. Bailey  
Name of Person

Marshall S. Bailey, DMD  
Firm/Company

75 San Marco Ave.  
Address

Saint Augustine, FL 32084  
City/State and Zip Code

msbaileydmd@msn.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Amy Sarine at ( 904 ) 810-1002  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

**Marshall S. Bailey, DMD, 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:**

75 San Marco Avenue  
Saint Augustine, FL 32084

**Mailing Address:**

75 San Marco Avenue  
Saint Augustine, FL 32084

**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:

Amy Sarine

Name

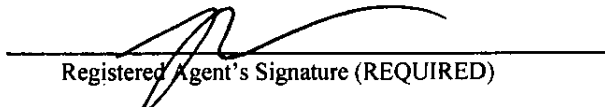
75 San Marco Avenue

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

Saint Augustine, FL 32084

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)

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**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:**

MGR

Marshall S. Bailey, DMD  
75 San Marco Avenue  
Saint Augustine, FL 32084

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: Jan. 6, 2012 (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:**

  
\_\_\_\_\_  
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. 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.)

Marshall S. Bailey, DMD  
\_\_\_\_\_  
Typed or printed name of signee

**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)

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TALLAHASSEE, FLORIDA  
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