

L/2000095650

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

POB-16184

(Document Number)

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

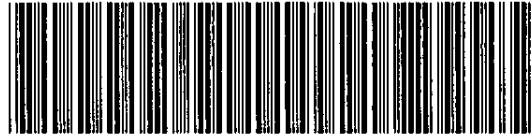
Special Instructions to Filing Officer:

A. LUNT

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EXAMINER

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** HBC Facilities, 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:

Amy Guy  
(Contact Person)  
Calandrino Law Firm  
(Firm/Company)  
301 East Pine Street, Suite 950  
(Address)  
Orlando, Florida 32801  
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Amy Guy at ( 407 ) 601-4905  
(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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**Certificate of Conversion  
For  
Harrison Brown Construction, Inc.  
Into  
HBC Facilities, LLC**

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TALLAHASSEE, FLORIDA

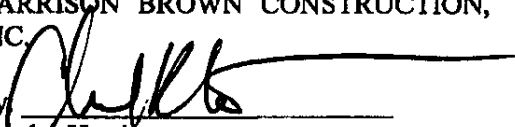
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The undersigned, pursuant to the provisions of Section 608.439 of the Florida Statutes, for the purpose of converting Harrison Brown Construction, Inc. into a limited liability company under the laws of Florida, sets forth the following articles of organization:

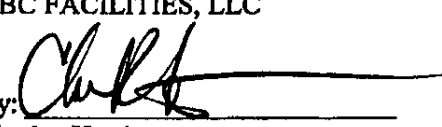
1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Harrison Brown Construction, Inc.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on February 13, 2008.
3. The name of the Florida Limited Liability Company as set forth in the attached Article of Organization is HBC Facilities, LLC.
4. The effective date is July 12, 2012.
5. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of Section 608.439 of the Florida Statutes in effecting the conversion.
6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed, or incorporated.

Individuals signing affirm that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.55 of the Florida Statutes.

HARRISON BROWN CONSTRUCTION,  
INC.

By:   
Charles Harrison  
President/Director

HBC FACILITIES, LLC

By:   
Charles Harrison  
Managing Member

EIN #261961132

**Articles of Organization  
of  
HBC Facilities, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming of a limited liability company under the laws of Florida, sets forth the following articles of organization:

**1. Name**

The name of the limited liability company is HBC Facilities, LLC (the "Company").

**2. Period of Duration**

Unless earlier terminated under the Act or the Company's operating agreement, the duration of the company is perpetual.

**3. Purpose**

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

**4. Addresses**

The mailing address for the Company is:

Calandrino Law Firm, P.A.  
301 East Pine Street, Suite 950  
Orlando, Florida 32801

and the street address of the place of business for the Company is:

HBC Facilities, LLC  
292 Palmetto Avenue  
Longwood, Florida 32750

These addresses may be changed from time to time as provided in the Company's operating agreement.

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**5. Registered Agent**

The initial registered agent in Florida for the Company is:

Calandrino Law Firm, P.A.  
301 East Pine Street, Suite 950  
Orlando, Florida 32801

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**6. Capital Contributions.**

The members may contribute capital to the Company in the manner prescribed by the Company's operating agreement and as it may be amended from time to time in accordance with its terms.

**7. Members**

The Company shall have at least one member at all times and may admit additional members upon the prior, unanimous written agreement of all then-existing members or as the Company's operating agreement may otherwise provide.

**8. Continuity of Business**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent the Company's remaining members.

**9. Management**

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and may have the authority normally associated with these positions under corporate law or as otherwise described in the Company's operating agreement. The Company may also designate persons as directors under the operating agreement. These directors shall act in a manner similar to the directors of a corporation or as otherwise described in the Company's

operating agreement. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The name of the initial manager, who may serve until the first annual meeting of the members or until his successor is elected and qualified, and his designation is as follows:

Name \_\_\_\_\_ Title \_\_\_\_\_  
Charles Harrison                      Manager

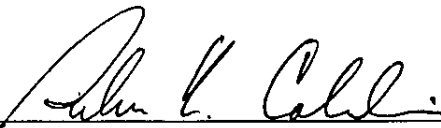
**10. Indemnification**

Except as expressly provided in the Company’s operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

**11. Effective Date**

Pursuant to §608.409(1), Florida Statutes, the effective date of organization is July 12, 2012.

Dated: July 12, 2012.

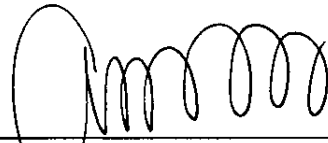
  
Philip K. Calandrino  
Authorized Representative of the Members

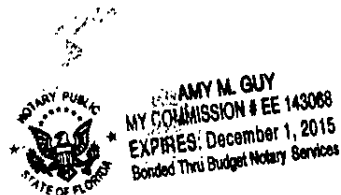
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PHILAHASSEL FLORIDA

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STATE OF FLORIDA    }  
  } ss.  
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 12th day of July, 2012 by Philip K. Calandrino, who is personally known to me.

  
Amy M. Guy  
Notary Public – State of Florida  
My Commission Expires



**Registered Agent Acceptance**

Calandrino Law Firm, P.A. is familiar with and accepts the duties and responsibilities for said limited liability company.

CALANDRINO LAW FIRM, P.A.

By: *Philip K. Calandrino*  
Philip K. Calandrino  
For the Firm

STATE OF FLORIDA }  
  } ss.  
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 12th day of July, 2012 by Philip K. Calandrino as duly authorized agent of Calandrino Law Firm, P.A., who is personally known to me.

*Amy M. Guy*

Amy M. Guy  
Notary Public – State of Florida  
My Commission Expires:



AMY M. GUY  
MY COMMISSION # EE 143068  
EXPIRES: December 1, 2015  
Bonded Thru Budget Notary Services

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TALLAHASSEE, FLORIDA

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