

L21000223482

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

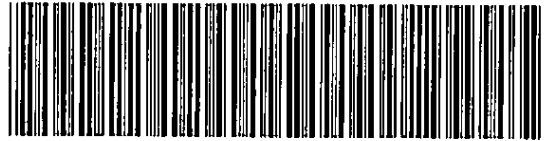
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200363520922

04/12/21--01025--032 **185.00

FILED
MAY 12 2021
TALLAHASSEE, FLORIDA

T. BURCH
MAY 18 2021

ATTORNEYS
CYNTHIA J. PYLES
STEPHEN F. PYLES
KATHRYN C. PYLES

LEGAL ASSISTANT
ROBERT E. PYLES, JR.

THE PYLES LAW FIRM, P.A.
ATTORNEYS AT LAW



1313 EAST PLANT STREET
WINTER GARDEN, FLORIDA 34787

TELEPHONE: 407.298.7077
CELLPHONE: 407.383.7491

WWW.PYLESLAW.COM

April 9, 2021

VIA FEDERAL EXPRESS

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

Re: L.P.B. Limited Liability Company

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert a "Florida Limited Partnership" into a "Florida Limited Liability Company" in accordance with § 605.1045, F.S.

Please return all correspondence concerning this matter to:

Lloyd P. Brewer, III

3340 N. Roosevelt Blvd
Suite 6
Key West, FL 33040

lpreston.brewer@gmail.com (to be used for future annual report notifications)

For further information concerning this matter, please call Stephen Pyles at (407) 298-7077.

Enclosed please find a check in the amount of \$185.00 to cover the filing fee for the Articles of Organization in the amount of \$125.00, Articles of Conversion in the amount of \$25.00, the filing fee for the Certificate of Status in the amount of \$5.00, and the fee for furnishing a certified copy of the Articles of Organization in the amount of \$30.00.

Sincerely,

/s/ Stephen F. Pyles
Stephen F. Pyles

Articles of Conversion for
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles 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.605.1045 of the Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is **L.P.B., LTD.**
2. The "Other Business Entity" is a **limited partnership**, first organized, formed or incorporated under the laws of the State of **Florida** on **November 15, 1978**.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **L.P.B., LLC**.
4. This plan of conversion has been approved in accordance with all applicable statutes.
5. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 9th day of April, 2021.

Signature of Authorized Representative of L.P.B., LLC:

By: Lloyd P. Brewer, Jr.
Lloyd P. Brewer, Jr., Manager of Brewer Management, LLC

By: Lloyd P. Brewer, III
Lloyd P. Brewer, III, Manager of Brewer Management, LLC

Signature on behalf of L.P.B., LTD:

By: Lloyd P. Brewer, III
Lloyd P. Brewer, III, General Partner

ARTICLES OF ORGANIZATION FOR

L.P.B., LLC

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby present(s) these Articles of Organization for the formation of a Limited Liability Company pursuant to the Florida Limited Liability Company Act.

ARTICLE I – Name

The name of the Florida Limited Liability Company is **L.P.B., LLC** (the "Company")

ARTICLE II – Address

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

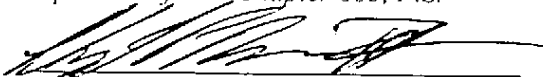
L.P.B., LLC
3340 Roosevelt Blvd.
Suite 6
Key West, Florida 33040

ARTICLE III – Registered Agent

The name and street address of the Company's registered agent is:

Lloyd P. Brewer, III
3340 Roosevelt Blvd.
Suite 6
Key West, Florida 33040

Having been named as registered agent and to accept service of process for the above stated 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 605, F.S.



Lloyd P. Brewer, III
Registered Agent

ARTICLE IV – Management

The Company is to be manager managed. The name and address of such manager is:

Brewer Management, LLC
3340 Roosevelt Blvd
Suite 6
Key West, Florida 33040

FILED
2021 DEC 12 PM 1:01
CLERK OF CIRCUIT COURT
KEY WEST, FLORIDA

ARTICLE V – Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE VI – Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

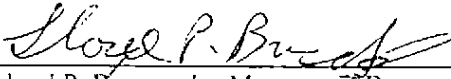
ARTICLE VII – Members Rights to Continue Business


Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall have the right to continue the business of the Company provided that each Member shall consent in writing to such continuation of the business of the Company.

ARTICLE VIII – Indemnification

Except to the extent otherwise provided in the Regulations of the Company, the Company shall indemnify each person or entity who was or is a Member, director, officer, employee or agent of the Company to the full extent permitted by law.

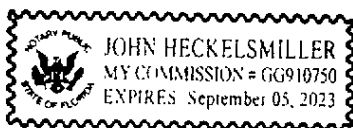
IN WITNESS WHEREOF, the undersigned, being an authorized representative of the Members, has executed these Articles of Organization this 9th day of April, 2021.

By: 
Lloyd P. Brewer, Jr., Manager of Brewer
Management, LLC

By: 
Lloyd P. Brewer, III, Manager of Brewer
Management, LLC

State of Florida
County of Monroe

The foregoing Articles of Organization was acknowledged before me this 9th day of April, 2021, by Lloyd P. Brewer, Jr., Manager of Brewer Management LLC, a Florida Limited Liability Company.



[Signature]
NOTARY PUBLIC, State of Florida

Printed Name: John Heckelsmiller

My commission expires: 9/5/2027

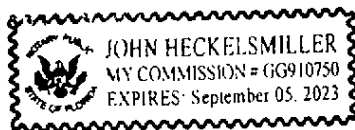
My commission number: 66910750

STATE OF FLORIDA
NOTARY PUBLIC

APR 12 PM 4:01

State of Florida
County of Monroe

The foregoing Articles of Organization was acknowledged before me this 9 day of April, 2021, by Lloyd P. Brewer, III., Manager of Brewer Management LLC, a Florida Limited Liability Company.



[Signature]
NOTARY PUBLIC, State of Florida

Printed Name: John Heckelsmiller

My commission expires: 9/5/2027

My commission number: 66910750