

A060000000476

(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:

[Signature]

Gen. Partner not reg. (trust)
GP converting to LP

2/7

Office Use Only

~~1000-7794~~

-Trust not registered
-not again

received
annual
3/13-3/14



900065312569

02/07/06--01038--028 **1113.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 APR -6 PM 3:35

APPROVED
AND
FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sonora Farms Partners, L.L.L.P.
(Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Gary M. Edelson

(Contact Person)

Montgomery McCracken Walker & Rhoads

(Firm/Company)

123 South Broad Street

(Address)

Philadelphia, PA 19109

(City, State and Zip Code)

For further information concerning this matter, please call:

Gary M. Edelson, Esquire at (215) 772-7264

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$1,052.50 Filing Fees ☐ \$1,061.25 Filing Fees ☐ \$1,105.00 Filing Fees ☒ \$1,113.75 Filing Fees,
(\$52.50 for Conversion and Certificate of Status and \$1,000 - Certificate) and Certified Copy 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 17, 2006

GARY M. EDELSON
MONTGOMERY MCCracken WALKER & RHOADS
123 SOUTH BROAD STREET
PHILADELPHIA, PA 19109

SUBJECT: SONORA FARMS PARTNERS, L.L.L.P.
Ref. Number: W06000007994

We have received your document for SONORA FARMS PARTNERS, L.L.L.P. and your check(s) totaling \$1113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

You may list an individual person as the general partner but must state their "name, as trustee of xxxxxx revocable trust" and the document must be signed by that individual.

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) 245-6853.

Leslie Sellers
Document Specialist

Letter Number: 906A00011560

MONTGOMERY, McCracken, Walker & Rhoads, LLP
ATTORNEYS AT LAW

GARY M. EDELSON
ADMITTED IN PENNSYLVANIA

DIRECT DIAL
215-772-7264

gedelson@mmwr.com

123 SOUTH BROAD STREET
AVENUE OF THE ARTS
PHILADELPHIA, PA 19109
215-772-1500
FAX 215-772-7620

LIBERTYVIEW
457 HADDONFIELD ROAD, SUITE 600
CHERRY HILL, NJ 08002
856-488-7700
FAX 856-488-7720

300 DELAWARE AVENUE, SUITE 750
WILMINGTON, DE 19801
302-504-7800
FAX 302-504-7820

1235 WESTLAKES DRIVE, SUITE 200
BERWYN, PA 19312
610-889-2210
FAX 610-889-2220

March 10, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sonora Farms Partners/Certificate of Conversion
and Certificate of Limited Partnership

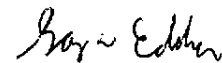
Gentlemen:

Enclosed is the original and one photocopy of the Certificate of Conversion and Certificate of Limited Partnership for Sonora Farms Partners, together with a photocopy of your letter to me, dated February 17, 2006.

You returned to me the Certificate of Conversion and Certificate of Limited Partnership. However, you did not return the check for \$1113.75.

Per your letter to me dated February 17, 2006, the Trust, that is the General Partner, filed an Affidavit to the Florida Secretary of State to File or Qualify. Attached hereto is a photocopy of the Affidavit and the transmittal letter.

Sincerely,


Gary M. Edelson

GME:erv
Encls.

2052694v1

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sonora Farms Partners, L.L.L.P.

(Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Gary M. Edelson

(Contact Person)

Montgomery McCracken Walker & Rhoads

(Firm/Company)

123 South Broad Street

(Address)

Philadelphia, PA 19109

(City, State and Zip Code)

For further information concerning this matter, please call:

Gary M. Edelson, Esquire

(Name of Contact Person)

at (215) 772-7264

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$1,052.50 Filing Fees ☐ \$1,061.25 Filing Fees ☐ \$1,105.00 Filing Fees ☒ \$1,113.75 Filing Fees,
(\$52.50 for Conversion and Certificate of Status and Certified Copy and \$1,000 - Certificate) Status 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

Certificate of Conversion
For
"Other Business Organization"
Into

Florida Limited Partnership or Limited Liability Limited Partnership

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s.620.2104, Florida Statutes.

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

Sonora Farms Partners

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a General Partnership
(Enter entity type. Example: corporation, limited liability company, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on October 13, 1995
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership:

Sonora Farms Partners, L.L.L.P.

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Limited Partnership, if an effective date is listed therein.)

Signed this 5th day of February, 2006.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:

The Sally H. Edelson Revocable Trust Dated
October 13, 1995

By: X

Albert Edelson

Albert Edelson, Trustee

Fees:

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership:	\$1,000.00
(\$965 Filing Fee and \$35 Filing Fee)	
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. Sonora Farms Partners, L.L.L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.*

2. 8647 Via Reale #1, Boca Raton, Florida 33496
(Street address of initial designated office)

3. Albert Edelson
(Name of Registered Agent for Service of Process)

4. 8647 Via Reale #1, Boca Raton, Florida 33496
(Florida street address for Registered Agent)

5. *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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

x 
Signature of Registered Agent

6. 8647 Via Reale #1, Boca Raton, Florida 33496
(Mailing address of initial designated office)

7. If limited partnership elects to be a limited liability limited partnership, check box ☒

06 APR -6 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

8. Name and business address of each general partner:

Name:

Business Address:

The Sally H. Edelson

8647 Via Reale #100

Revocable Trust Dated

Boca Raton, Florida 33496

October 13, 1995

Dae-Ae

9. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this 11th day of January, 2006.

Signature of each general partner:

x Albert Edelson
Albert Edelson, Trustee

Filing Fees:

\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

Certified Copy (optional):

\$ 52.50

Certificate of Status (optional):

\$ 8.75