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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

SEP 14 2010

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Dwyer Nevada Family LLLP  
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:

Sally Pitlyk  
Contact Person  
Cummings & Lockwood LLC  
Firm/Company  
8000 Health Center Blvd, Ste 300  
Address  
Bonita Springs, FL 34135  
City, State and Zip Code  
clasp@cl-law.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sally Pitlyk at ( 239 ) 390-8069  
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 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

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

Pursuant to Section 620.2104 of the Florida Statutes, the following "Other Business Entity" hereby submits the attached Certificate of Limited Partnership and this Certificate of Conversion to convert to a Florida Limited Liability Limited Partnership:

1. The name of the "Other Business Entity" immediately prior to the filing of this document was the **DWYER NEVADA FAMILY LIMITED PARTNERSHIP**.

2. The "Other Business Entity" was a Nevada Limited Partnership formed on May 26, 2000 under the laws of the State of Nevada.

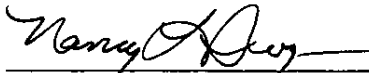
3. After the filing of this document, the "Other Business Entity" shall become a Florida Limited Liability Limited Partnership to be known as **DWYER NEVADA FAMILY LLLP**, as set forth in the attached Certificate of Limited Partnership.

4. The conversion was approved as required by Chapter 620 of the Florida Statutes and was approved as required by the converting organization's governing law.

Dated this 10<sup>th</sup> day of September, 2010.

**GENERAL PARTNER FOR NEVADA  
FAMILY LIMITED PARTNERSHIP:**

**ESTATE OF JAMES A. DWYER, JR.**



NANCY L. DWYER

Co-Personal Representative

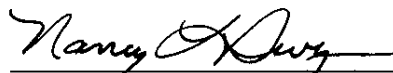


THERESA MONTERO

Co-Personal Representative


**GENERAL PARTNER FOR  
FLORIDA LIMITED LIABILITY  
LIMITED PARTNERSHIP:**

**ESTATE OF JAMES A. DWYER, JR.**



NANCY L. DWYER

Co-Personal Representative



THERESA MONTERO

Co-Personal Representative

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CLERK OF DISTRICT COURT  
FLORIDA  
TALLAHASSEE, FLORIDA

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

1. The name of the Florida Limited Liability Limited Partnership is **DWYER NEVADA FAMILY LLLP.**

2. The street address of the principal office and the mailing address are:

13500 Powers Court  
Fort Myers, FL 33912

3. The name of the Registered Agent is CLASP Inc.

4. The street address of the Registered Agent is:

8000 Health Center Boulevard  
Suite 300  
Bonita Springs, FL 34135

5. *Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Limited Partnership 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.*

**CLASP Inc.**

By: William N. Horowitz  
William N. Horowitz, Vice President

6. This limited partnership elects to be a Limited Liability Limited Partnership.

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TALLAHASSEE, FLORIDA

7. The name and business address of the sole General Partner are:

Estate of James A. Dwyer, Jr.  
13500 Powers Court  
Fort Myers, FL 33912

Dated this 10<sup>th</sup> day of September, 2010.

**GENERAL PARTNER:**

**ESTATE OF JAMES A. DWYER, JR.**



NANCY L. DWYER

Co-Personal Representative



THERESA MONTERO

Co-Personal Representative

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TALLAHASSEE, FLORIDA

**CONSENT TO CONVERSION TO  
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

**WHEREAS**, JAMES A. DWYER, JR., as the General Partner, and JAMES A. DWYER, JR., Trustee of the JAMES A. DWYER, JR. TRUST DATED 1/7/1993, as the Limited Partner, established the DWYER NEVADA FAMILY LIMITED PARTNERSHIP (the "Partnership") on May 26, 2000 under the Nevada Uniform Limited Partnership Act (the "Act"); and

**WHEREAS**, the General Partner, JAMES A DWYER, JR., died on August 6, 2010 without a successor General Partner of the Partnership; and

**WHEREAS**, pursuant to Section 88.450.6 of the Act and Section 11.9 of the Partnership's Agreement of Partnership (the "Partnership Agreement"), the Limited Partner, the JAMES A. DWYER, JR. TRUST DATED 1/7/1993 (now known as and hereinafter referred to as the "JAMES A. DWYER, JR. TERMINATING TRUST U/A/D 1/7/1993"), by its current co-Trustees, NANCY L. DWYER and THERESA MONTERO, appointed the ESTATE OF JAMES A. DWYER, JR. (the "ESTATE") as successor General Partner; and

**WHEREAS**, the current co-Personal Representatives, NANCY L. DWYER and THERESA MONTERO, of the ESTATE accepted its appointment as General Partner; and

**WHEREAS**, pursuant to Section 8.1(a) of the Partnership Agreement, the General Partner has the full power and authority to do all things necessary or desirable by it, in its reasonable discretion, to conduct the business, affairs and operations of the Partnership; and

**WHEREAS**, the General Partner now wishes to convert the Partnership to a Florida limited liability limited partnership; and

**WHEREAS**, the Limited Partner now wishes to consent to the plan of conversion set forth herein as required by Florida Statute § 620.2103; and

**WHEREAS**, there is nothing in the Partnership Agreement nor in the Act which prohibits this conversion; and

**WHEREAS**, this conversion is further permitted by the Florida Revised Uniform Limited Partnership Act of 2005; and

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SECRETARY OF STATE

**WHEREAS**, the General Partner now wishes to consent to the execution of all documentation and exercise of all actions required for such conversion, including those specified under Florida law, particularly Florida Statutes §§ 620.2103 and 620.2104; and

**WHEREAS**, the General Partner now wishes to approve the proposed Certificate of Conversion, Certificate of Limited Liability Limited Partnership and Limited Liability Limited Partnership Agreement of the Partnership; and

**NOW, THEREFORE**, the General Partner, by the co-Personal Representatives of the ESTATE, NANCY L. DWYER and THERESA MONTERO, and the Limited Partner by the co-Trustees of the JAMES A. DWYER, JR. TERMINATING TRUST U/A/D 1/7/1993, NANCY L. DWYER and THERESA MONTERO, hereby consent to the conversion of the Partnership to a Florida limited liability limited partnership, consent to the execution of all documentation, exercise of all actions required for such conversion, and approve the proposed Certificate of Conversion, Certificate of Limited Liability Limited Partnership and Limited Liability Limited Partnership Agreement.


**IN WITNESS WHEREOF**, each Partner hereby sets its hand and seal, as of this 10<sup>th</sup> day of September, 2010.

**GENERAL PARTNER:**

**ESTATE OF JAMES A. DWYER, JR.**



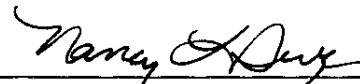
NANCY L. DWYER  
Co-Personal Representative



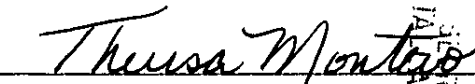
THERESA MONTERO  
Co-Personal Representative

**LIMITED PARTNER:**

**JAMES A. DWYER, JR. TERMINATING  
TRUST U/A/D 1/7/1993**



NANCY L. DWYER  
Co-Trustee



THERESA MONTERO  
Co-Trustee

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