

AI 000000778

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

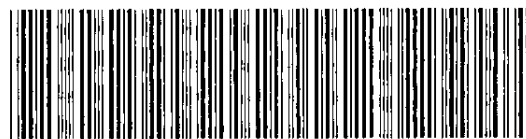
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300187901443

12/01/10--01028--003 **1052.50

T. CLINE
DEC - 3 2010
EXAMINER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 DEC - 1 AM 9:51

FILED

file 2nd

ROGERS, DEMPSEY AND PALADINO

ATTORNEYS

ONE CLEARLAKE CENTRE

250 SOUTH AUSTRALIAN AVENUE

SUITE 601

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS (1930 - 2002)

W. GLENN DEMPSEY

RICHARD PALADINO

TELEPHONE (561) 655-8980

TELECOPIER (561) 655-9480

November 30, 2010

VIA FEDERAL EXPRESS

Florida Division of Corporations
Registration Section, Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

In re: Certificate of Conversion and Certificate of Domestication

To Whom It May Concern:

Please find enclosed a cover letter and the relevant documents (including an original and a copy of the Certificate of Conversion and the Certificate of Limited Partnership) for the filing of a Certificate of Conversion for a Delaware limited partnership, known as E. F. Taylor Limited Partnership, Ltd., into a Florida limited partnership known as E. F. Taylor Limited Partnership, Ltd. Also enclosed with the Certificate of Conversion is a Certificate of Limited Partnership for the E. F. Taylor Limited Partnership, Ltd.

I have also enclosed a cover letter and the relevant documents (including an original and a copy of the Certificate of Domestication and the Articles of Incorporation) for the filing of a Certificate of Domestication for E. F. Taylor, Inc., which is a Delaware corporation. The corporation will be domesticated into a Florida corporation known as E. F. Taylor, Inc. Included with the Certificate of Domestication are Articles of Incorporation for E. F. Taylor, Inc.

I placed a telephone call today to your registration section and they indicated that both sets of documents could be filed with your section and the Certificate of Domestication would be delivered to the new filing section, along with the Articles of Incorporation. I would appreciate the effective date for all documents enclosed to be your date of receipt, or December 1, 2010. I have also enclosed two separate checks, both of which are made payable to the Florida Department of State. The first check is in the amount of \$1,052.50, which is to be applied as \$1,000.00 for the fee for filing the Certificate of Limited Partnership and \$52.00 for the Certificate of Conversion. The second check is in the amount of \$128.75, which is to be applied as \$50.00 for the

SECRETARY OF
TALLAHASSEE
280 DEC -1 PM 9:51

21150

November 30, 2010

Page 2

Certificate of Domestication and \$78.75 in filing fees for the Articles of Incorporation, including a certified copy.

Both the partnership and the corporation are currently filing annual reports in the State of Florida as foreign entities. The partnership has a Florida document number of B01000000334 and the corporation has a Florida document number of F01000005046. However, the filing of such reports will no longer be necessary since both are now Florida entities.

Please do not hesitate to contact the undersigned if you have any questions.

Sincerely,

ROGERS, DEMPSEY AND PALADINO



Richard Paladino

RP:jiw

Enclosures – a/s

2010 DEC -1 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: E. F. Taylor Limited Partnership, LTD.
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:

Richard Paladino
Contact Person
Rogers, Dempsey and Paladino
Firm/Company
250 S. Australian Ave., Suite 601
Address
West Palm Beach, FL 33401
City, State and Zip Code
rp@rbdplaw.com
E-mail address: (to be used for future annual report notification)

2810DEC-1 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Richard Paladino at (561) 655-8980
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 and Certified Copy Certified Copy, and
and \$1,000 - Certificate) Status 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:

E. F. Taylor Limited Partnership, LTD. 201-334

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited 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 Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on November 25, 1997

(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**:

E. F. Taylor Limited Partnership, LTD

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(s) in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 29th day of November, 2010.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership/Limited Liability Limited Partnership: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in § 817.155, F.S.

Signature: [Signature] E. F. Taylor, Inc.
Printed Name: Sandra T. Kaupe Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Required Signature(s) on behalf of Other Business Entity: Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in § 817.155, F.S. [See below for required signature(s).]

Signature: [Signature] E. F. Taylor, Inc.
Printed Name: Sandra T. Kaupe Title: President

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: ((\$965 Filing Fee and \$35 Filing Fee))	\$1,000.00
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. E. F. Taylor Limited Partnership, Ltd.

(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. 241 Bradley Place

Street address of initial designated office

Palm Beach, FL 33480

3. Richard Paladino

Name of Registered Agent for Service of Process

4. 250 South Australian Avenue, Suite 601

Florida street address for Registered Agent

West Palm Beach, FL 33401

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.



Signature of Registered Agent Richard Paladino

6. 241 Bradley Place

Mailing address of initial designated office

Palm Beach, FL 33480

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

2010 DEC -1 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

8. Name and business address of each general partner:

Name:

Business Address:

E. F. Taylor, Inc.

241 Bradley Place

Palm Beach, FL 33480

PIO-97620

2510 DEC -1 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 29th day of November, 2010.

Signature of each general partner: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

E. F. Taylor, Inc. General Partner

Sandra T. Kaupe
Sandra T. Kaupe, President