

A120000000684

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

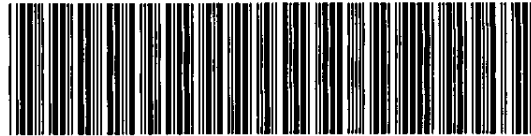
(Document Number)

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

Special Instructions to Filing Officer:

06079

Office Use Only



700241214137

10/31/12--01020---024 \*\*1052.50

FILED  
42 OCT 31 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE. Culligan NOV 13 2012

**CAUTHEN & FELDMAN, P.A.**

Attorneys at Law  
215 North Joanna Avenue  
Tavares, FL 32778-3200  
(352) 343-2225  
FAX (352) 343-7759

**William H. Cauthen\***  
**H. John Feldman\*\***  
**Ginny Cauthen Thompson**

\* Board Certified Tax Lawyer  
\*\* Board Certified Wills, Trusts  
& Estate Lawyer

October 30, 2012

**VIA FED EX**

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

Re: Phillips Management, LLLP

Dear Sir or Madam:

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and a check in the amount of \$1,052.50 for filing fees are submitted to convert an "Other Organization" into a Florida Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning the matter to the undersigned.

Please feel free to contact either myself or my paralegal, Marylee Bitner, if you have any questions. You may also email our office regarding this matter at [maryleeb@cflegal.com](mailto:maryleeb@cflegal.com).

Very truly yours,

CAUTHEN & FELDMAN, P.A.



William H. Cauthen

WHC/mab  
Enclosures

cc: J. D. Phillips



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 1, 2012

CAUTHEN & FELMAN, P.A.  
215 NORTH JOANNA AVENUE  
TAVERES, FL 32778-3200

SUBJECT: PHILLIPS MANAGEMENT, LLLP  
Ref. Number: W12000055759

We have received your document for PHILLIPS MANAGEMENT, LLLP and your check(s) totaling \$1052.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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 limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 245-6051.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 812A00026692

**Certificate of Conversion**  
For  
**"Other Business Organization"**  
Into

FILED

12 OCT 31 AM 8:02

**Florida Limited Partnership or Limited Liability Limited Partnership**

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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:

Phillips Management, LLP

6906-1370

(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 July 11, 2006

(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**:

Phillips Citrus Management, LLLP

(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: October 31, 2012

(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 18<sup>th</sup> day of October, 20 12.

**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 s.817.155, F.S.

Signature: James D. Phillips  
Printed Name: James D. Phillips, Co-Trustee Title: James D. Phillips Revocable Trust, GP

Signature: Dian S. Phillips  
Printed Name: Dian S. Phillips, Co-Trustee Title: James D. Phillips Revocable Trust, GP

Signature: Dian S. Phillips  
Printed Name: Dian S. Phillips, Co-Trustee Title: Dian S. Phillips Revocable Trust, GP

Signature: James D. Phillips  
Printed Name: James D. Phillips, Co-Trustee Title: Dian S. Phillips Revocable Trust, GP

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 s.817.155, F.S. [See below for required signature(s).]

Signature: James D. Phillips  
Printed Name: James D. Phillips, Co-Trustee Title: James D. Phillips Revocable Trust, GP

**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:<br>( \$965 Filing Fee and \$35 Filing Fee ) | \$1,000.00          |
| Certified Copy:  | \$ 52.50 (Optional) |
| Certificate of Status:   | \$ 8.75 (Optional)  |

Audit # \_\_\_\_\_

**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
PHILLIPS CITRUS MANAGEMENT, LLLP**

The undersigned, constituting all of the general partners, hereby execute this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. **Name of Partnership.** The name of the Partnership shall be PHILLIPS CITRUS MANAGEMENT, LLLP.

2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to Florida Statute Section 620.1114 shall be located at 125 Terra Mango Loop, Suite A, Orlando, FL 32835; and the name of the Partnership's agent for service of process is JAMES D. PHILLIPS, and the address of the registered agent is 125 Terra Mango Loop, Suite A, Orlando, FL 32835.

3. **Name and Business Address of the General Partner.**

(a) The names and addresses of the General Partners are:

| <u>Name</u>   | <u>Address</u>                                     |
|---|--|
| James D. Phillips and Dian S. Phillips, Trustees<br>c/o James D. Phillips Revocable Trust<br>dated March 31, 2006, as amended | 125 Terra Mango Loop, Suite A<br>Orlando, FL 32835 |
| Dian S. Phillips and James D. Phillips, Trustees<br>c/o Dian S. Phillips Revocable Trust<br>dated March 31, 2006, as amended  | 125 Terra Mango Loop, Suite A<br>Orlando, FL 32835 |

4. **Mailing Address and Street Address for the Limited Partnership.** The mailing

\_\_\_\_\_  
William H. Cauthen, Esq.  
CAUTHEN & FELDMAN, P.A.  
215 North Joanna Avenue  
Tavares, FL 32778  
(352) 343-2225  
Florida Bar No. 133488  
Audit # \_\_\_\_\_

Audit # \_\_\_\_\_

address and street address for the Limited Partnership shall be 125 Terra Mango Loop, Suite A, Orlando, FL 32835.

5. Limited Liability Limited Partnership. The Limited Partnership shall be a limited liability limited partnership.

6. Effective Date, if other than the date of filing October 31, 2012.

DATED this 18<sup>th</sup> day of October, 2012.

Under the penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

**WITNESSES:**

Cathy P. Cusman

James D. Phillips

As to the James D. Phillips Revocable Trust dated March 31, 2006, as amended

Cathy P. Cusman

James D. Phillips

As to the Dian S. Phillips Revocable Trust dated March 31, 2006, as amended

Cathy P. Cusman

James D. Phillips

As to the James D. Phillips Revocable Trust dated March 31, 2006, as amended

**GENERAL PARTNERS:**

James D. Phillips Revocable Trust dated March 31, 2006, as amended, Partner

James D. Phillips

James D. Phillips, Co Trustee

Dian S. Phillips

Dian S. Phillips, Co-Trustee

Dian S. Phillips Revocable Trust dated March 31, 2006, as amended, Partner

Dian S. Phillips

Dian S. Phillips, Co Trustee

James D. Phillips

James D. Phillips, Co-Trustee

**LIMITED PARTNERS:**

James D. Phillips Revocable Trust dated March 31, 2006, as amended, Partner

James D. Phillips

James D. Phillips, Co Trustee

Dian S. Phillips

Dian S. Phillips, Co-Trustee

Audit # \_\_\_\_\_

Audit # \_\_\_\_\_

Cathy P. Cusman  
James D. Phillips  
As to the Dian S. Phillips Revocable  
Trust dated March 31, 2006, as amended

Dian S. Phillips Revocable Trust dated  
March 31, 2006, as amended, Partner

Dian S. Phillips  
Dian S. Phillips, Co Trustee  
James D. Phillips  
James D. Phillips, Co-Trustee

#### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the  
within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and  
I further agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

James D. Phillips  
JAMES D. PHILLIPS

FILED  
12 OCT 31 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Audit # \_\_\_\_\_