

A13000000215

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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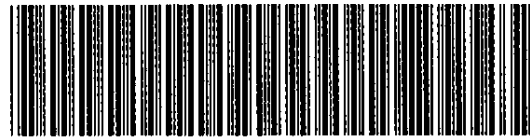
(Business Entity Name)

(Document Number)

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04/03/13--01016--001 **1052.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAKE WALES
April 1, 2013

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
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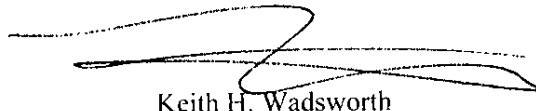
Re: Filing of B & D Limited Partnership, LLLP, Florida Limited Liability Limited Partnership

To Whom It May Concern:

Enclosed herewith please find this firm's cost check in the amount of \$1,052.50 to file a Florida Limited Liability Limited Partnership, B&D Limited Partnership, LLLP. Also enclosed is a Certificate of Conversion for Florida General Partnership into a Florida Limited Liability Limited Partnership.

Should you have any questions, please feel free to give me a call.

Sincerely,



Keith H. Wadsworth

/mr
enclosures

M. DAVID ALEXANDER, III
JOHN B. ALLEN
PHILIP O. ALLEN
KEVIN A. ASHLEY
JACK P. BRANDON
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 4, 2013

KEITH H. WADSWORTH
PETERSON & MYERS, P.A.
PO BOX 1079
LAKE WALES, FL 33859

SUBJECT: B & D LIMITED PARTNERSHIP, LLLP
Ref. Number: W13000019736

We have received your document for B & D LIMITED PARTNERSHIP, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

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: 113A00007965

CERTIFICATE OF CONVERSION
for
FLORIDA GENERAL PARTNERSHIP
into

FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following Florida general partnership into a Florida limited liability limited partnership, in accordance with sections 620.2102 and 620.8912, Florida Statutes.

1. The name of the Florida general partnership immediately prior to the filing of this Certificate of Conversion is B & D Partnership, a Florida general partnership. GP07-276

2. The other organization into which B & D Partnership has been converted is B & D Citrus Limited Partnership, LLLP, a Florida limited liability limited partnership.

3. Said other organization is a limited liability limited partnership organized, formed or filed under the laws of Florida, which has elected to be a limited liability limited partnership.

4. The above referenced Florida general partnership has converted into said Florida limited liability limited partnership in compliance with Chapter 620, Florida Statutes, and the conversion complies with the applicable laws thereof.

5. The plan of conversion was approved by the converting Florida general partnership as required by Chapter 620, Florida Statutes, and the governing law thereof.

6. This conversion is effective under the laws governing said partnerships on the date this Certificate of Conversion is filed with the Florida Secretary of State.

Signed this 27th day of March, 2013.

PARTNERS:

Donley Enterprises 1, LLC,
a Florida limited liability company

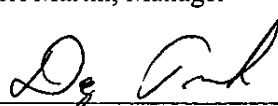
By: 

Wes Donley, Manager

Donley Enterprises 2, LLC,
a Florida limited liability company

By: 

Keri Martin, Manager


Dewey Tomko

**CERTIFICATE OF LIMITED PARTNERSHIP OF
B & D CITRUS LIMITED PARTNERSHIP, LLLP
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

The undersigned, for the purpose of forming a limited partnership under the provisions of the Florida Revised Uniform Limited Partnership Act of 2005, as amended, as set forth in Section 620.1201, Florida Statutes, do hereby certify to the following:

1. The name of the limited partnership is "B & D Citrus Limited Partnership, LLLP" (the "Partnership").

2. The address of the office of the Partnership required to be maintained by Section 620.1114, Florida Statutes, is as follows:

2235 Crump Road
Winter Haven, FL 33881

3. The name and street address of the registered agent, for service of process on the Partnership, required to be maintained by Section 620.1114, Florida Statutes, are as follows:

Wes Donley
2235 Crump Road
Winter Haven, FL 33881

4. The name and business address of the general partners are:

Donley Enterprises 1, LLC,
a Florida limited liability company
2235 Crump Road
Winter Haven, FL 33881

Donley Enterprises 2, LLC,
a Florida limited liability company
2235 Crump Road
Winter Haven, FL 33881

5. This Partnership hereby elects to be a Florida limited liability limited partnership.

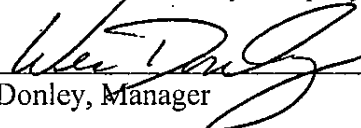
6. This Partnership is being created by conversion of B & D Partnership, a Florida general partnership, into this Partnership, and a Certificate of Conversion for said conversion is being filed herewith. Said conversion was approved as required by Chapter 620, Florida Statutes, and that otherwise required under applicable law.

7. The effective date of this Partnership is the date of filing of said Certificate of Conversion with the Florida Secretary of State, as set forth in said certificate.


IN WITNESS WHEREOF, the undersigned have executed this certificate as of the 27th day of March, 2013, and hereby submit this document and affirm the facts stated herein are true. The undersigned are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.

GENERAL PARTNERS:

Donley Enterprises 1, LLC,
a Florida limited liability company

By: 
Wes Donley, Manager

Donley Enterprises 2, LLC,
a Florida limited liability company

By: 
Keri Martin, Manager

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT FOR THE
B & D CITRUS LIMITED PARTNERSHIP, LLLP**

Having been named as registered agent to accept service of process upon the above named partnership, at the address designated in the certificate of limited partnership, 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 state that I am a resident of the State of Florida and I am familiar with, and accept, the obligations of my position as registered agent.

Dated: March 27, 2013


Wes Donley