

L020000034893

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

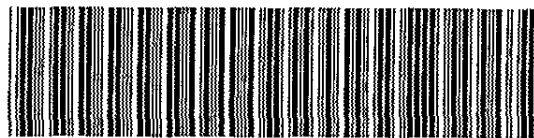
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700009628147

12/23/02--01036--019 \*\*150.00

W 12/27

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 PM 12:21

## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

Deborah D. Hagen dba Hagen Custom Homes

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: Sept. 19, 1996
- B. Jurisdiction: Seminole
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: Orange

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Hagen Custom Homes, LLC

D. Hagen

Signature of a Member or an Authorized Representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Deborah D. Hagen

Typed or Printed Name of Signee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 PM 12:21

### FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION  
OF  
HAGEN CUSTOM HOMES, LLC

The undersigned Organizers/Organizing Members to this Articles of Organization, hereby form a limited liability company under the Laws of the State of Florida and Chapter 608 of the Florida Statutes.

**ARTICLE I – NAME**

The name of the limited liability company shall be **HAGEN CUSTOM HOMES, LLC**, a Florida limited liability company.

**ARTICLE II – DURATION**

The period of the limited liability company's existence shall be perpetual.

**ARTICLE III – PRINCIPAL OFFICE OF COMPANY**

The mailing address and street address of the principal office of the limited liability company shall be 636 North Rio Grande Avenue, Orlando, Florida 32805.

**ARTICLE IV – NAME AND STREET ADDRESS OF REGISTERED AGENT**

The name and street address of the initial registered agent in the State of Florida for the limited liability company shall be:

Deborah D. Hagen  
636 North Rio Grande Avenue  
Orlando, FL 32805  
Telephone: 407-835-9633  
Facsimile: 407-835-9639

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 PM 12:21

## **ARTICLE V – NATURE OF BUSINESS**

This limited liability company may engage in or transact any and all lawful activities or business permitted under Chapter 608 of the Florida Statutes, the laws of the United States, the State of Florida, or any other state, county, territory or nation.

## **ARTICLE VI – RIGHTS OF MEMBERS TO ADMIT ADDITIONAL MEMBERS**

The Manager of this limited liability company has the right to admit additional members to the limited liability company in her sole discretion, upon unanimous consent of the Manager of this limited liability company.

## **ARTICLE VII – RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY COMPANY UPON THE DEATH, RETIREMENT, RESIGNATION, EXPULSION, BANKRUPTCY OR DISSOLUTION OF A MEMBER OR THE OCCURRENCE OF ANY OTHER EVENT WHICH TERMINATED THE CONTINUED MEMBERSHIP OF A MEMBER IN THE LIMITED LIABILITY COMPANY**

A. Right of Substitution. The right of a Member to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution are as follows:

1. A fully executed and acknowledged written instrument of assignment must be filed with the Manager setting forth the intention of the assignor that the assignee become a member in his or her place;
2. The assignor and the assignee must execute and acknowledge such other instruments as the Manager may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, or any other provision of the Articles of Organization;
3. A reasonable transfer fee shall have been paid to the limited liability company, and

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 2010  
11:28 AM  
TALLAHASSEE, FLORIDA

4. The written consent of the Manager to the substitution must be obtained, the denial of which is in the sole and absolute discretion of the Manager.

B. Admission of Additional Members. The Manager of this limited liability company has the right to admit additional members in her sole discretion.

C. Termination of Membership of a Member. The membership of a Member in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, resignation, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company. Upon the termination of a Member's membership in this limited liability company. Upon the termination of a Member's membership in this limited liability company for any reason other than the death of a Member, the Organization shall, within one hundred twenty (120) days following such termination, pay the fair market value of the terminated Member's interest in the limited liability company, to the Member. Upon the death or legal incapacity of a Member, his or her interest will pass to his or her personal representative, executor, executrix, legal representative, beneficiaries, or heirs at law. Said transferees will then be entitled to the rights of an assignee as provided herein. The Company shall not terminate upon the filing of Bankruptcy by any Member or Manager of the Company, provided, however, that any Member or manager who files for protection under the United States Bankruptcy Code, or any state law regarding protection of debtors, shall lose his/her/its rights to be a manager of the Company, as the case may be.

D. Right to Continue Business. All of the remaining Members of this limited liability company may elect to continue the business of this limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of this limited liability company, upon the vote of a majority of the remaining Members of this limited liability company.

#### **ARTICLE VIII – MANAGEMENT OF THE ORGANIZATION**

This limited liability company shall be managed by the Manager, whose name and address is:

#### **MANAGER**

Deborah D. Hagen

636 N. Rio Grande Ave.  
Orlando, FL 32805

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 PM 12:21

The Manager shall serve as the Manager of the limited liability company until the first annual meeting of the Members or until her successors are elected and quality.

IN WITNESS WHEREOF, the undersigned have hereunto set her hands on this 20<sup>th</sup> day of December, 2002.

D. Hagen  
Deborah D. Hagen

STATE OF FLORIDA  
COUNTY OF SEMINOLE

Before me, the undersigned Notary Public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 20<sup>th</sup> day of December, 2002, by Deborah D. Hagen, who did not take an oath.

Check One: ☒ She is personally known to me  
☐ She has produced \_\_\_\_\_  
as identification.

Lori Perina  
Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 PM 12:21

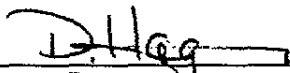


## DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, Chapter 608 of the Florida Statutes. **HAGEN CUSTOM HOMES, LLC**, a Florida limited liability company, organizing under the laws of the State of Florida with its principal office located at 636 North Rio Grande Avenue, Orlando, Florida 32805, has named Deborah D. Hagen, whose address is 636 North Rio Grande Avenue, Orlando, Florida 32805, as its Agent to accept service of process within this state.

### ACCEPTANCE

I, Deborah d. Hagen, agree to act as the Registered agent of **HAGEN CUSTOM HOMES, LCC**, a Florida limited liability company, and I agree to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I am familiar with, and accept the obligations of the position of Registered Agent of . **HAGEN CUSTOM HOMES, LLC**, a Florida limited liability company.

  
\_\_\_\_\_  
Deborah D. Hagen  
636 North Rio Grande Avenue  
Orlando, FL 32805  
Telephone: 407-835-9633  
Facsimile: 407-835-9639

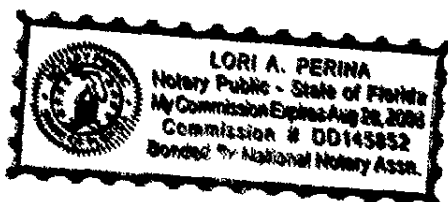
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 PM 12:21

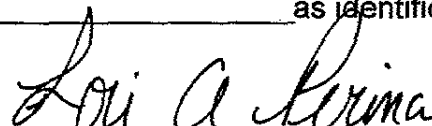
STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 20<sup>th</sup> day of DECEMBER, 2002, by Deborah D. Hagen, who did take an oath.

Check One:

☒ She is personally known to me; or  
☐ She has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Notary Public