

L05000008560

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

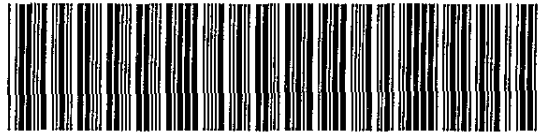
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W04-47069

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12/13/04 - 01026--022 **150.00

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TALLAHASSEE, FLORIDA

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HARRY A. JONES
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TEL (321) 984-2700
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MEMORANDUM

January 7, 2005

TO: Jason Merrick
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

FROM: Harry A. Jones

SUBJECT: FLP #2, L.L.C.

This memorandum is in reply to your attached notice dated December 27, 2004. The two existing Florida Limited Partnerships referenced in the Certificate of Conversion do not intend to change their own separate status as limited partnerships. Each of these limited partnerships will continue to conduct various separate business activities as limited partnerships.

Instead, these two entities only intend to establish a limited liability company for those activities in which they currently conduct a general partnership (i.e., joint ownership of certain commercial real estate parcels).

I hope this memo clarifies the scope of the Certificate of Conversion being submitted. Please advise if any different or additional language should be added to the Certificate of Conversion in order to complete formation of this Limited Liability Company.

Thank you for your assistance.

HAIJ/ct
cc: Laura Moffett
Enclosure

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TALLAHASSEE
STATE

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 27, 2004

HARRY A. JONES
4420 S. WASHINGTON AVENUE
TITUSVILLE, FL 32780

SUBJECT: FLP #2, L.L.C.
Ref. Number: W04000047069

We have received your document for FLP #2, L.L.C. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes regarding conversions only allow for one entity to convert. You have listed two entities on your conversion which does not comply to the Statute. I have enclosed a copy of the statute for your reference.

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) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 404A00071506

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harry A. Jones
Attorney at Law
Certified Public Accountant (Ga.)
hjones009@bellsouth.net

4420 S. Washington Avenue
Titusville, Florida 32780
(321) 264-0334
Fax: (321) 269-6840

REPLY TO:
() Titusville
() Melbourne

1901 S. Harbor City Blvd.
Suite 500
Melbourne, Florida 32901
(321) 433-3776
Fax: (321) 723-4092

December 9, 2004

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: Certificate of Conversion and Articles of Organization of
FLP #2, L.L.C.

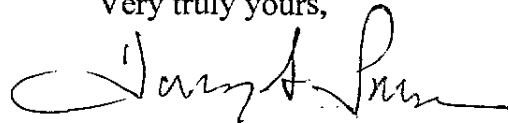
Dear Sir/Madam:

Enclosed find an original and one copy of Certificate of Conversion and Articles of Organization for the above-captioned Limited Liability Company, together with check in the sum of \$150.00 (\$25.00 for the Certificate of Conversion and \$125.00 for the Articles of Organization) to cover your filing fees.

Please stamp the copy of the Certificate of Conversion and Articles of Organization with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

HAI/
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF FLP #2, L.L.C.

The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida, does hereby state and certify the following:

I.

The name of the Limited Liability Company shall be FLP #2, L.L.C.

II.

The mailing and street address of the Limited Liability Company and its principal office is: 400 High Point Drive, Suite 500, Cocoa, Florida 32926.

III.

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is T.A. Vani, 400 High Point Drive, Suite 500, Cocoa, Florida 32926.

IV.

The Limited Liability Company shall be managed by a Manager, and the activities of the Limited Liability Company shall be conducted as a manager-managed company in accordance with the terms of the Limited Liability Company Operating Agreement.

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TALLAHASSEE, FLORIDA

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V.

The names and addresses of the Initial Manager of the Limited Liability Company is as follows:

Name	Address
S&S Enterprises, Inc.	400 High Point Drive, Suite 500, Cocoa, Florida 32926

VI.

The Limited Liability Company shall be initially organized with two (2) members. The name and address of the Initial Members of the Limited Liability Company are:

Name	Address
Simpkins Family Partnership #2, Ltd.	400 High Point Drive, Suite 500, Cocoa, Florida 32926
Sheriff Family Partnership #2, Ltd.	400 High Point Drive, Suite 500, Cocoa, Florida 32926

VII.

The Limited Liability Company shall have the right to add additional members according to the terms of the Limited Liability Company Operating Agreement.

VIII.

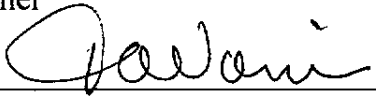
This Limited Liability Company shall exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, in their respective capacities as initial members and initial manager for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seal this _____ day of December, 2004.

Initial Members:

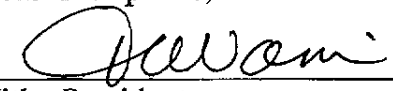
Simpkins Family Partnership #2, Ltd.
By S&S Enterprises, Inc., its General
Partner


Title: President

Sheriff Family Partnership #2, Ltd.
By S&S Enterprises, Inc., its General
Partner


Title: President

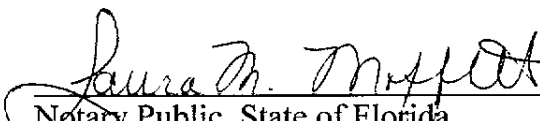
Initial Manager:
S&S Enterprises, Inc.

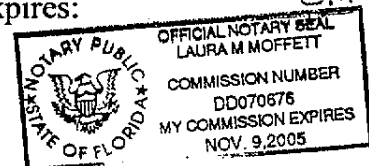

Title: President

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared T.A. VANI, as President of S&S ENTERPRISES, INC., a Florida corporation well known to me to be the person who executed the foregoing Articles of Organization, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, in the foregoing respective capacities on behalf of the Initial Members and Initial Manager.

WITNESS my hand and official seal this 9th day of December, 2004.


Notary Public, State of Florida
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF


FLP #2, L.L.C.

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

The street address of the initial registered office of this Limited Liability Company is 400 High Point Drive, Suite 500, Cocoa, Florida 32926 and the name of the initial registered agent of this Limited Liability Company at that address is T.A. Vani.

DATED this 9th day of December, 2004.

S&S ENTERPRISES, INC. as Manager


Title: President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of FLP #2, L.L.C. at the initial registered office of the Limited Liability Company at 400 High Point Drive, Suite 500, Cocoa, Florida 32926.

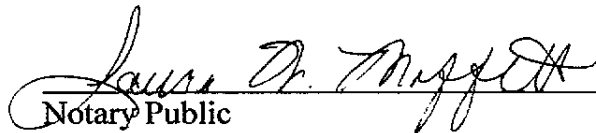

T.A. VANI

2005 JAN 13 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

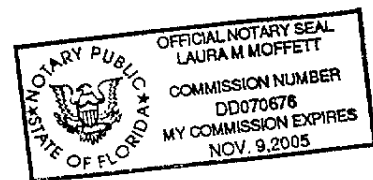
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared T.A. VANI, President of S&S ENTERPRISES, INC., General Partner of SIMPKINS FAMILY PARTNERSHIP #2, LTD. And SHERIFF FAMILY PARTNERSHIP #2, LTD. known to me, and he acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in him Said person (☒) is personally known to me or (☐) presented drivers licenses as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of December, 2004.



Notary Public
My Commission Expires:



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2005 JAN 13 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA