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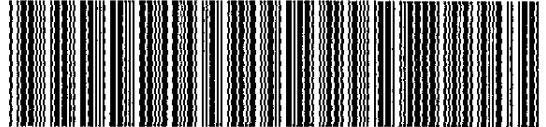
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**ROBERT ABRAHAM, P.A.**

A PROFESSIONAL ASSOCIATION  
149 SOUTH RIDGEWOOD AVENUE  
Suite 500  
DAYTONA BEACH, FLORIDA 32114

TELEPHONE (386) 258-1222  
FACSIMILE (386) 271-1110

E-MAIL:  
robertabraham@mindspring.com

November 28, 2005

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Capital Assets Group, LLC

Gentlemen:

Enclosed for filing are certificate of conversion together with articles of organization for Capital Assets Group, LLC.

Also, enclosed is our check for \$180.00 to cover your costs.

Thank you for your assistance in this matter.

Sincerely,



Robert Abraham

RA:cm  
Enclosures  
TK037

## 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 Capital Assets Group, a Florida general partnership

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

- A Date: April 4, 1996
- B Jurisdiction: Florida
- C If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: IndA

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

Capital Assets Group, LLC

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 a declaration under the penalty of perjury that the facts stated herein are true.

John L. Fleming

Typed or Printed Name of Signer

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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### 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 605.415, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION**

**Of**

**Capital Assets Group, LLC  
A Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

**ARTICLE 1**  
**NAME**

The name of this limited liability company is Capital Assets Group, LLC

**ARTICLE 2**  
**PERIOD OF DURATION**

The period of duration of this limited liability company is perpetual. The date and time at which the existence of this limited liability company begins is the date and time of filing of these articles of organization by the Department of State of the State of Florida.

**ARTICLE 3**  
**PURPOSE**

The purpose for which this limited liability company ("company") is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the laws of Florida and any other jurisdictions in which the company may conduct business. The company shall be authorized to conduct and transact any business and engage in any activity that is either lawfully authorized or not prohibited by law and, by way of illustration and not limitation, to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary or appropriate for the conduct or transaction of any such business or activity; to do anything necessary and proper for the accomplishment or furtherance of any of the purposes of the company enumerated in these articles or any amendment thereof; and to do any act necessary or incidental to the protection and benefit of the company; and in general, either alone or in association with other limited liability companies, corporations, partnerships, individuals, or other entities, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of the purposes of the company.

**ARTICLE 4**  
**PRINCIPAL OFFICE**

The mailing address and street address of the principal office of this limited liability company are as follows:

Mailing Address: 321 S.W. 13<sup>th</sup> Street  
Gainesville, Florida 32601

Street Address: 321 S.W. 13<sup>th</sup> Street  
Gainesville, Florida 32601

ARTICLE 5  
REGISTERED AGENT; REGISTERED OFFICE

The name and street address of the initial registered agent of this limited liability company in the State of Florida are as follows:

Name: John L. Fleming

Street Address: 321 S.W. 13<sup>th</sup> Street  
Gainesville, Florida 32601

EXECUTION

The undersigned member of this limited liability company executes these articles of organization this 11 day of November 2005

  
\_\_\_\_\_  
John L. Fleming

STATEMENT OF ACCEPTANCE OF  
APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent for the above-named limited liability company at the street address stated in the foregoing articles of organization, I hereby accept such appointment. I further state that I am familiar with and accept the obligations of that position.

Dated 11/11, 2005.

  
\_\_\_\_\_  
John L. Fleming