

L060000625293

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

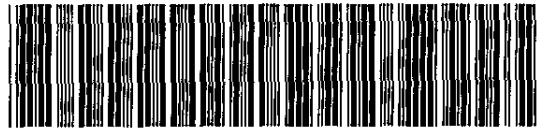
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300066867183

03/09/06--01024--009 **180.00

FILED

2006 MAR -9 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

06 MAR -9 AM 11:38

CLERK OF SUPERIOR COURTS
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

M+W Properties of Florida, LLC

FILED
2006 MAR -9 PM 1:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File *Conversion*
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

WLC *3/9* *11:00*

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
2006 MAR -9 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
William B. Henghold, II and Michelle K. Henghold, husband and wife, Partnership
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a general partnership.
(Enter entity type. Example: corporation, limited partnership, 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 12/5/05.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

n/a

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

M & W Properties of Florida, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(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 Articles of Organization, if an effective date is listed therein.)

Signed this 28 day of Feb. 20 06.

Signature of Authorized Person: 

Printed Name: Michelle K. Henghold Title: Member

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION OF
M & W PROPERTIES OF FLORIDA, LLC**

FILED
2006 MAR -9 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, MICHELLE K. HENGHOLD, a natural person competent to contract and a member of M & W PROPERTIES OF FLORIDA, LLC, hereby presents these Articles of Organization as the Articles of Organization of M & W PROPERTIES OF FLORIDA, LLC, a limited liability company formed under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is:

M & W PROPERTIES OF FLORIDA, LLC

This limited liability company is referred to in these articles of organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The principal office address of the Company is Post Office Box 5, Gulf Breeze, Florida 32562.

ARTICLE III - PURPOSES AND POWERS

This Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date of filing of these Articles of Organization with the Florida Secretary of State. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 540 Fontaine Street, Pensacola, Florida 32503, and the name of the registered agent at that address is MICHELLE K. HENGHOLD.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its members in accordance with the terms of the Operating Agreement of the Company. The names and addresses of the initial members are as follows:

William B. Henghold, II
540 Fontaine Street
Pensacola, FL 32503

Michelle K. Henghold
540 Fontaine Street
Pensacola, FL 32503

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members in accordance with the terms of the Operating Agreement for the Company. Contributions required of new members shall be determined as of the time of admission to the Company.

ARTICLE VIII - RESTRICTION ON MEMBERSHIP

A member may not sell or otherwise transfer his or her interest in the Company, whether represented by membership units, certificates, or a percentage interest in the Company, until the member has complied with the restrictions, including a right of first refusal, contained in the Operating Agreement for the Company.

ARTICLE IX - AMENDMENT

Unless otherwise provided in the Operating Agreement for the Company, these Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

MEMBER:


MICHELLE K. HENGHOLD

Date: 2/28, 2006

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of M & W PROPERTIES OF FLORIDA, LLC. Further, I am familiar with and accept the duties and obligations of such designation.


MICHELLE K. HENGHOLD

A0119941