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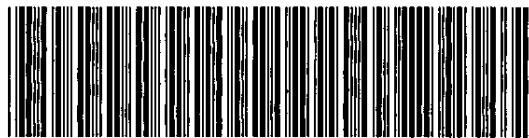
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FOWLER WHITE BOGGS BANKER

ATTORNEYS AT LAW

ESTABLISHED 1943

Jean Marie Mundell
Direct Dial: 239-254-7547
jmundell@fowlerwhite.com

May 9, 2006

VIA FEDERAL EXPRESS

Registered Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: BAGABOND PROPERTIES, LLC

To the Division of Corporations:

Enclosed please find the Certificate of Conversion, Articles of Organization, and Plan of Conversion for Bagabond Properties, LLC. Also enclosed is our firm's check in the amount of \$150.00 being submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with S. 608.439, F.S.

Please return all correspondence concerning this matter to my attention c/o Fowler White Boggs Banker P.A., 5811 Pelican Bay Boulevard, Suite 600, Naples, Florida 34109. Should you need further information concerning this matter, please do not hesitate to contact me at (239) 254-7547. Thank you for your time and attention to this matter.

Very truly yours,

FOWLER WHITE BOGGS BANKER P.A.

Jean Marie Mundell
Corporate Paralegal

haf
Enclosures

cc: Aaron A. Farmer, Esq.
Mr. and Mrs. William A. Riessen

#1834076v1

FOWLER WHITE BOGGS BANKER P.A.

TAMPA • FORT MYERS • NAPLES • ORLANDO • ST. PETERSBURG • TALLAHASSEE • WEST PALM BEACH

5811 PELICAN BAY BOULEVARD, SUITE 600 • NAPLES, FLORIDA 34108

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Certificate of Conversion

For

"Other Business Entity"

Into

Florida Limited Liability Company

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 Section 608.439, Florida Statutes.

1. The Name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

BAGABOND PROPERTIES, LLC

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Rhode Island effective January 1, 1999.

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

BAGABOND PROPERTIES, LLC

4. The effective date is the date of the filing with the Florida Department of State.

Signed this 8th day of May, 2006.


William A. Riessen

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PLAN OF CONVERSION

THIS PLAN OF CONVERSION (the "Plan of Conversion") is entered into this 8th day of May, 2006 by the Sole Manager and all of the Members of BAGABOND PROPERTIES, LLC, a Rhode Island limited liability company (the "Rhode Island Entity"), for the purposes of converting on the Effective Date (as defined below) the Rhode Island limited liability company into BAGABOND PROPERTIES, LLC, a Florida limited liability company (the "Florida Entity"), in accordance with the General laws of Rhode Island, 1956, as amended, and the Florida Limited Liability Company Act, as amended, and the following terms and provisions set forth herein (the "Conversion").

1. Authority to Effect Conversion. The Conversion is permitted by the General Laws of Rhode Island, 1956, as amended, and by the Florida Limited Liability Company Act, as amended.

2. Effects of Conversion. On the Effective Date (as defined below) the domicile of the Rhode Island limited liability company shall change from the State of Rhode Island to the State of Florida, and BAGABOND PROPERTIES, LLC shall become a Florida limited liability company, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Rhode Island limited liability company, and all property, real, personal and mixed, and all debts due to the Rhode Island Entity on whatever account, and all other things belonging to the Rhode Island Entity shall be vested in the Florida Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Florida Entity as they were of the Rhode Island Entity, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida or any other jurisdiction, in the Rhode Island Entity shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Rhode Island Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Rhode Island Entity shall thenceforth attach to the Florida Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last Members of the Rhode Island Entity or the corresponding Members of the Florida Entity, may, in the name of the Rhode Island Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Florida Entity may deem necessary or desirable in order to vest, perfect or confirm in the Florida Entity title to and possession of all of the Rhode Island Entity's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Conversion.

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PROVIDENCE, RHODE ISLAND

3. Name of Florida Entity; Name and Address of Manager; Articles of Organization; Operating Agreement.

3.1 Name of Florida Entity. The name of the Florida Entity from and after the Effective Date shall be BAGABOND PROPERTIES, LLC.

3.2 Name and Address of Manager. The name and address of the Sole Manager of the Florida Entity is William Riessen, having a principal address located at 14220 Royal Harbour Court, Unit #309, Fort Myers, Florida 33908.

3.3 Articles of Organization. The Articles of Organization of BAGABOND PROPERTIES, LLC, attached hereto as Exhibit A shall be filed with the Florida Department of State in accordance with the Florida Limited liability Company Act.

3.4 Operating Agreement. The Operating Agreement of the Rhode Island Entity, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Operating Agreement of the Florida Entity until changed or amended as provided by the Florida Limited Liability Company Act.

4. Status and Conversion of Membership Interests and Tax Treatment. The manner and basis of converting the units of membership interests in the Rhode Island Entity to the Florida Entity, are as follows:

4.1 BAGABOND PROPERTIES, LLC Each voting and non-voting membership interest in the Rhode Island Entity issued and outstanding immediately prior to the Effective Date shall, without any action on the part of the holders thereof, upon the Effective Date, shall convert to an equal amount of voting and non-voting membership interests in the Florida Entity.

5. Miscellaneous.

5.1 Termination. This Plan of Conversion may be terminated and the Conversion abandoned at any time before the Effective Date of the Conversion, and whether before or after approval of this Plan of Conversion by the Members of the Rhode Island Entity, if the Members of the Rhode Island Entity, duly adopt a resolution abandoning this Plan of Conversion.

5.2 Effective Date. The Effective Date of the Conversion shall be as of the date of filing of Articles of Conversion with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Conversion has been executed by the Members and Manager as of the date first above written.


William A. Riessen, Manager and Member


Dorothy M. Riessen, Member

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BAGABOND PROPERTIES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be BAGABOND PROPERTIES, LLC (the "Company").

ARTICLE II - ADDRESS

The initial mailing address and street address of the principal office of the Company shall be 14220 Royal Harbour Court, Unit #309, Fort Myers, Florida 33908.

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the initial registered agent of the Company shall be Fowler White Boggs Banker P.A., 5811 Pelican Bay Boulevard, Suite 600, Naples, FL 34108.

ARTICLE IV - MANAGEMENT BY MANAGER

The Company shall be managed by one manager, and is therefore a manager-managed entity. The name and Florida street address of the initial Manager is William A. Riessen, 14220 Royal Harbour Court, Unit #309, Fort Myers, Florida 33908.

NOW THEREFORE, the undersigned has signed these Articles of Organization for the Company and acknowledged them to be his act this 8th day of May, 2006.

By: William A. Riessen
William A. Riessen, 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.)

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE
OF DESIGNATION OF
REGISTERED AGENT OF
BAGABOND PROPERTIES, LLC**

Pursuant to Chapter 608, Florida Limited Liability Company Act, Fowler White Boggs Banker P.A., located at 5811 Pelican Bay Boulevard, Suite 600, Naples, FL 34108, having been named as registered agent to accept service of process upon BAGABOND PROPERTIES, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Acceptance to be executed in Naples, Collier County, Florida on this 8th day of May, 2006.

FOWLER WHITE BOGGS BANKER, P.A.

By: 
Aaron A. Farmer

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