

LOG 0000 84570

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

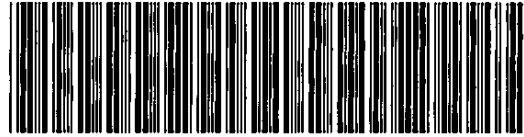
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900078946049

08/25/06--01020--020 **185.00

06 AUG 25 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: L & A Lumber Company, L.L.C.

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are 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:

W. Wade Wallace

(Contact Person)

W. Wade Wallace, P.A.

(Firm/Company)

10221 West Emerald Coast Parkway, Suite 26

(Address)

Miramar Beach, FL 32550

(City, State and Zip Code)

For further information concerning this matter, please call:

W. Wade Wallace

(Name of Contact Person)

at (850) 837-0155

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☒ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

06 AUG 25 AM 11:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 s.608.439, Florida Statutes.

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

L & A Lumber Company, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(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 December 18, 1995

(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**:

L & A Lumber Company, L.L.C.

(Enter Name of Florida Limited Liability Company)

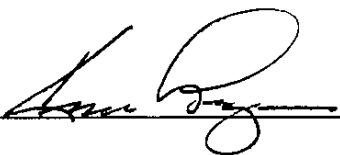
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 AUG 25 AM 11:12

FILED

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 8th day of August 2006.

Signature of Authorized Person: 

Printed Name: Kevin O. Logan Title: President

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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 AUG 25 AM 11:12

FILED

**ARTICLES OF ORGANIZATION OF
L & A Lumber Company, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**NAME, PRINCIPAL PLACE AND MAILING ADDRESS
OF BUSINESS**

The name of the limited liability company shall be **L & A Lumber Company, L.L.C.**, and its principal office shall be **16584 Highway 331 South, Freeport, FL 32439** and initial mailing address shall be **Post Office Box 1029, Santa Rosa Beach, FL 32459**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE III
MANAGEMENT**

Management of this limited liability company is reserved to the members, whose names and addresses are as follows:

Kevin O. Logan	1522 Mack Bayou Road Santa Rosa Beach, FL 32459
Bruce W. Anderson	818 McCall Dairy Road DeFuniak Springs, FL 32435

**ARTICLE IV
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred, except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

FILED
JUN 25 AM 11:13
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00, cash shall be paid to the limited liability company by the two (2) members in proportion to their respective interests in the company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their respective interests in the company.

ARTICLE VI
PROFITS AND LOSSES

(a). Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Kevin O. Logan	65%
Bruce W. Anderson	35%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being August 29, 2006.

(b). Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportion to their respective interests in the company.

ARTICLE VII
DURATION

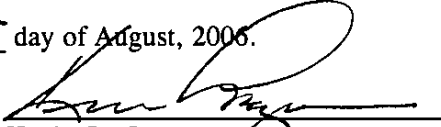
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **10221 West Emerald Coast Parkway, Suite 26, Miramar Beach, FL 32550**, and the name of the company's initial registered agent at that address is W. Wade Wallace.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of L & A Lumber Company, L.L.C.

Executed by the undersigned on this the 23rd day of August, 2006.


Kevin O. Logan


Bruce W. Anderson

FILED
2006 AUG 25 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF WALTON

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is L & A Lumber Company, L.L.C.

The name of the registered agent for L & A Lumber Company, L.L.C. is W. Wade Wallace and the street address of the office where the agent is located is **10221 West Emerald Coast Parkway, Suite 26, Miramar Beach, FL 32550.**

This statement is to acknowledge that, as indicated above, L & A Lumber Company, L.L.C. has appointed me, W. Wade Wallace, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this the 9th day of August, 2006.

W. Wade Wallace
W. Wade Wallace

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 AUG 25 AM 11:13

FILED

STATE OF FLORIDA
COUNTY OF WALTON

The forgoing instrument was acknowledged before me this 9th day of August, 2006, by W. Wade Wallace, (X) who is personally known to me/() who produced the following as identification:

WITNESS my hand and seal this 9th day of August, 2006.

Affix Seal:



Jodie L. Pitman
Type Name: _____
NOTARY PUBLIC
My Commission Expires: _____