

LO7000051467

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

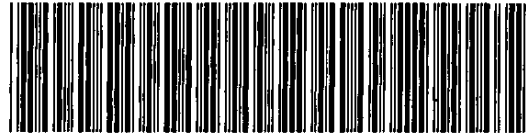
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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LO7-51467  
OR

RECEIVED DATE  
5-15-07

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Next Step Flooring, LLC  
(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:

Stephanie S. Shamlaty  
(Contact Person)  
Next Step Flooring, LLC  
(Firm/Company)  
636 East Tropical Trace  
(Address)  
Jacksonville, FL 32259  
(City, State and Zip Code)

For further information concerning this matter, please call:

Stephanie S. Shamlaty at ( 904 ) 571-2560  
(Name of Contact Person) (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

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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 s.608.439, Florida Statutes.

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

Next Step Flooring, Inc. 084-49178

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Chapter "S" 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 3/18/2004  
(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:

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

Next Step Flooring, LLC

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: 5/17/2007.  
(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 17<sup>th</sup> day of May 2007.

Signature of Authorized Person: Michael R. Shamlaty

Printed Name: Michael R. Shamlaty Title: Managing 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)

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# Limited Liability Company Articles of Organization

The undersigned intends to form and create a Limited Liability Company pursuant to the Statutes of the State of Florida, and therefore does hereby state and certify the following:

1. The name of the Limited Liability Company shall be:

**Next Step Flooring, Limited Liability Company.**

2. The registered office of the company is located at 636 East Tropical Trace, Jacksonville, St. Johns County, State of Florida, 32259. Its registered agent for service of process is Stephanie S. Shamlaty, located at the aforementioned address.

3. The principal place of business of the company is located at 636 East Tropical Trace, Jacksonville, St. Johns County, State of Florida, 32259.

4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the State of Florida.

5. The company shall begin operations on May 1, 2007 and have a duration of thirty (30) years, after which it shall dissolve.

6. Indemnification.

- a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in,

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or at least not opposed to, the best interest of the company.

b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.

c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

7. **Composition of Management.** The management of the company will be initially vested in a board comprised of not more than two persons, who shall be required to be members of the company and designated in accordance with the terms of the company's Operating Agreement.

8. The name and address of the Manager of the limited liability company is as follows:

Michael R. Shamlaty  
636 East Tropical Trace  
Jacksonville, Florida, 32259

9. The company shall be initially organized with the following Members:

Michael R. Shamlaty, Managing Member

Stephanie S. Shamlaty, Member

10. The amount of capital each Member has contributed:

<u>Member</u>	<u>Capital Contributed</u>
Michael R. Shamlaty	\$750
Stephanie S. Shamlaty	\$250

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11. The company shall have the right to add additional Members according to the terms of the Operating Agreement.

12. The Members may only discontinue business upon dissolution, and then only in accordance with the terms of the Operating Agreement.

13. The Registered Agent for the Limited Liability Company is Stephanie S. Shamlaty, whose office address is 636 East Tropical Trace, Jacksonville, Florida 32259. By her signature below, Stephanie S. Shamlaty hereby acknowledges familiarity with and accepts the responsibilities of Registered Agent for Next Step Flooring, L.L.C.

Stephanie S. Shamlaty  
Stephanie S. Shamlaty, Registered Agent

Respectfully submitted,

Michael R. Shamlaty  
Michael R. Shamlaty  
Managing Member

STATE OF FLORIDA  
COUNTY OF LEON

On the 8th day of May, 2007, personally appeared before me Michael R. Shamlaty, who is known to me or who has presented Florida Drivers License Number SS43-556-55-284-0 as identification, and Stephanie S. Shamlaty, who is known to me or who has presented Florida Drivers License Number SS43-797-54-967-0 as identification, both of whom have executed this instrument in my presence.

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 Carolyn S. Longman  
Commission # DD540534  
Expires April 13, 2010  
Bonded Troy Fan Insurance, Inc. 800-305-7019

Carolyn S. Longman  
Notary Public