

LD7000075568

(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:

ST

Office Use Only



700106150147

07/20/07--01026--015 **180.00

FILED
2007 JUL 20 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARLOWE & WEATHERFORD, P.A.

Attorneys and Counselors at Law
1150 LOUISIANA AVENUE
SUITE 4
WINTER PARK, FLORIDA 32789-3738
(407) 629-5008

MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
BRADLEY K. ALLEY

GREGORY E. MELNICK, JR.
Of Counsel

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

July 17, 2007

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization for Thompson Nursery, L.L.C.

Gentlemen:

Enclosed is the original and one copy of the Certificate of Conversion and the Articles of Organization for Thompson Nursery, L.L.C., together with a check for \$180.00 to cover the certificate of conversion fee, filing fee, fee for designation of registered agent and certified copy fee.

Once the Articles of Organization for Thompson Nursery, L.L.C. have been filed, please return the certified copy to this office using the enclosed return FedEx invoice. Thank you for your assistance.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: James R. Thompson

THOMPSON NURSERY, INC.
CERTIFICATE OF CONVERSION

Pursuant to sections 607.1112 and 608.439, Florida Statutes, the following incorporated business entity hereby submits the **attached articles of organization** and this certificate of conversion to convert to a Florida limited liability company:

1. The name of the business immediately prior to filing this document was:
THOMPSON NURSERY, INC.
2. Thompson Nursery, Inc. is hereby converted to a Florida limited liability company.
3. The conversion complies with the applicable laws governing Florida limited liability companies.
4. The plan of conversion was approved by the directors and shareholders of Thompson Nursery, Inc. Because Thompson Nursery, Inc. is not converting to a partnership, no shareholder of Thompson Nursery, Inc. will become a general partner of the surviving entity.
5. This conversion shall effective upon filing of this Certificate of Conversion with the Florida Division of Corporations.
6. The mailing address and street address of the principal office of the surviving entity is 1112 H.L. Smith Road, Haines City, Florida 33844.
7. The surviving business entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Florida Statutes §§607.1301-607.1333.
8. The surviving business entity is not a foreign entity.
9. The date on which and the jurisdiction in which Thompson Nursery, Inc. was first created or otherwise came into being are:
 - A. Date: August 18, 2006
 - B. Jurisdiction: Florida
 - C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: Not Applicable

2007 JUL 20 PM 2:40
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

FILED

10. The name of the limited liability company as set forth in the attached articles of organization is: **THOMPSON NURSERY, L.L.C.**

Thompson Nursery, Inc.

By: James R. Thompson Jr.
James R. Thompson, Jr., President

E:\WPW\CLIENT\Thompson Nursery\CertificateofConversion.wpd

FILED
2007 JUL 20 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
THOMPSON NURSERY, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is THOMPSON NURSERY, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1112 H.L. Smith Road, Haines City, Florida 33844.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Articles of Organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the name and address of the initial managers who shall serve until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
James T. Thompson, Jr.	1112 H.L. Smith Road Haines City, Florida 33844

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the

FILED
2007 JUL 20 PM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

limited liability company shall be only with the affirmative vote of a majority of the remaining Members.

ARTICLE VII - Initial Registered Office and Registered Agent


The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1150 Louisiana Avenue, Suite 4, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this 17 day of July, 2007.



William P. Weatherford, Jr., Authorized Agent

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 
William P. Weatherford, Jr.

Date: 7/17/07

2007 JUL 20 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED