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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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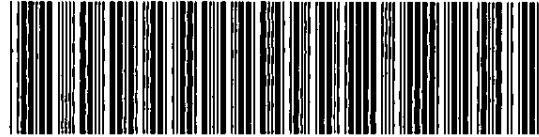
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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T. CLINE

JAN 22 2008

EXAMINER

CARLA DELOACH BRYANT
ATTORNEYS & COUNSELORS AT LAW, P.A.

January 14, 2008

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

Re: Strube Holdings, LLC

Dear Sir or Madam:

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Limited Company" in accordance with Florida Statutes section 608.439.

Enclosed is a firm check for the amount of one hundred fifty-five dollars (\$155.00) for the following filing fees:

- (1). Twenty-five dollars (\$25.00) for the Certificate of Conversion;
- (2). One hundred twenty-five dollars (\$125.00) for the Articles of Organization; and
- (3). Five dollars (\$5.00) for a Certificate of Status.

Please return all correspondence concerning this matter to Carla DeLoach Bryant, care of the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803. For further information concerning this matter, please contact my office. Thank you for your assistance.

I remain

Very truly yours,


Carla DeLoach Bryant
For the Firm

CDB/jd
enclosure

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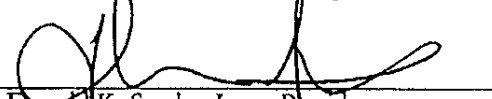
CERTIFICATE OF CONVERSION FOR
"OTHER BUSINESS ORGANIZATION" INTO
FLORIDA LIMITED LIABILITY COMPANY


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 Florida Statutes section 608.439:

- (1). The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Strube Holdings, Inc. *893-22524*
- (2). The "Other Business Entity" is a Florida for-profit corporation, first organized, formed, and incorporated under the laws of Florida on March 25, 1993.
- (3). The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Strube Holdings, LLC.
- (4). The conversion was approved as required by Florida Statutes Chapter 608, and was approved in such a manner that complied with the converting organization's governing law.
- (5). The conversion is effective on the date of filing.

The execution of this Certificate of Conversion by the undersigned Officers constitutes affirmation under the penalties of perjury that the facts stated herein are true.

On this *15th* day of *January*, 2007^{*8*}, this Certificate of Conversion was executed by the Officers of Strube Holdings, Inc.


Donald K. Strube, Jr., as President


Steven Strube, as Secretary and Treasurer

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**PLAN OF CONVERSION
FOR STRUBE HOLDINGS, INC.**

The following Plan of Conversion is submitted in compliance with Florida Statutes section 608.439:

**ARTICLE I.
CONVERTING CORPORATION**

The name of the Converting Corporation is Strube Holdings, Inc. It was first organized on March 25, 1993, as a corporation under the laws of the State of Florida.

**ARTICLE II.
CONVERTED ORGANIZATION**

The name of the Converted Organization is Strube Holdings, LLC. It is organized as a limited liability company under the laws of the State of Florida.

**ARTICLE III.
TERMS AND CONDITIONS OF THE CONVERSION**

The terms and conditions of the conversion are as follows:

- (A). Each share of stock in the Converting Corporation shall be converted into one (1) limited liability company unit in the Converted Organization. Collectively, all of the limited liability company units in the Converted Organization shall represent one hundred percent (100%) of all authorized shares of stock.
- (B). The Certificate of Conversion for "Other Business Organization" into Florida Limited Liability Company has been signed by all Officers of Strube Holdings, Inc. and shall be duly filed with the State of Florida upon approval of this Plan of Conversion.
- (C). The Officers hereby recommend that this Plan of Conversion be authorized by the Shareholders.

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY STRUBE HOLDINGS, LLC**

**ARTICLE I.
NAME**

The name of the Limited Liability Company is Strube Holdings, LLC (referred to as the "Company").

**ARTICLE II.
ADDRESS**

The principal office address of the Company is 1206 East Ridgewood Street, Orlando, Florida 32803. The mailing address of the Company is 11308 Lake Butler Boulevard, Windermere, Florida 34786.

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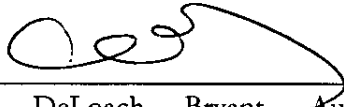
**ARTICLE III.
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the Registered Agent is Carla DeLoach Bryant. The Registered Office is located at 1206 East Ridgewood Street, Orlando, Florida 32803.

**ARTICLE IV.
MANAGEMENT**

Strube Holdings, LLC is to be managed by one (1) or more Managers, and is, therefore, a Manager-Managed limited liability company. Until their successors are duly elected and installed, the Managers shall be Donald K. Strube, Jr. and Steven Strube.

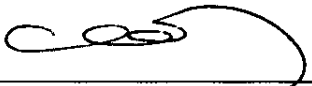
On this 15th day of January, 200~~7~~⁸, Carla DeLoach Bryant, as the authorized representative of Strube Holdings, LLC, has executed these Articles of Organization on its behalf at the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803.



Carla DeLoach Bryant, Authorized
Representative for Strube Holdings, LLC

ACCEPTANCE OF REGISTERED AGENT

On this 15th day of January, 200~~7~~⁸, I have been named as Registered Agent and designated to accept service of process for Strube Holdings, LLC. By signing below I hereby accept the 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 as provided for in Florida Statutes Chapter 608.



Carla DeLoach Bryant, Registered Agent

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