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\_\_\_\_\_  
(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:

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Office Use Only



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01/17/08--01023--021 \*\*155.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 JAN 17 AM 11:17

B. Tadlock FEB 13 2008



Please Reply to:  
St. Petersburg, FL  
lammons@trenam.com

January 15, 2008

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

Re: Certificate of Conversion & Articles of Organization – Abbott Realty, LLC

Dear Sir or Madam:

I am enclosing the Certificate of Conversion and Articles of Organization for filing with the Secretary of State. Please file upon receipt. Also enclosed is Check No. 060691 for \$155.00, which amount represents the filing fee and certificate of status. Please send the certificate of status to our mailing address.

If you have any questions, please call me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lori L. Ammons'.

Lori L. Ammons  
Legal Assistant

Enclosures (3)

624-6117  
Jim Dickson

Department of State -Articles of Organization/Abbott-2315622v1

101 E. Kennedy Boulevard, Suite 2700  
Tampa, Florida 33602  
Tel: (813) 223-7474  
Fax: (813) 229-6553

[www.trenam.com](http://www.trenam.com)

200 Central Avenue, Suite 1600  
St. Petersburg, Florida 33701  
Tel: (727) 896-7171  
Fax: (727) 822-8048



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 18, 2008

LORI L AMMONS  
200 CENTRAL AVE STE 1600  
ST PETERSBURG, FL 33701

SUBJECT: ABBOTT REALTY, LLC  
Ref. Number: W08000003148

We have received your document for ABBOTT REALTY, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The converting Florida entity must be active on our records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6851.

Gina McLeod  
Regulatory Specialist II

Letter Number: 708A00004116



Please reply to: St. Petersburg  
Direct Line: (813) 824-6117  
jdickson@trenam.com

February 6, 2008

Ms. Brenda Tadlock  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Abbott Realty, LLC (Doc. No. W08000003148)  
Our File No. 072818

Dear Ms. Tadlock:

This letter is in follow up to our telephone conversation regarding rejection by the Division of Corporations of the Certificate of Conversion converting Abbott & Stark Realty Partnership, a Florida general partnership into Abbott Realty, LLC, and the Articles of Organization of Abbot Realty, LLC.

A copy of your letter returning the filing is enclosed with this letter. The rejection was based on the fact that Abbott & Stark Realty Partnership was not registered in Florida under Chapter 620, Florida Statutes.

In our telephone conversation, you indicated that registration was required under section 620.8914(1)(a), Florida Statutes. This statute applies to a converting partnership that is converting to another organization pursuant to section 620.8912. As we discussed, this conversion is not being made pursuant to section 620.8912, Florida Statutes, but, rather, pursuant to section 608.439, Florida Statutes. It is our opinion that these two statutory conversions operate independently from one another. That is a partnership converting into a limited liability company may elect to covert either under section 620.8912, Florida Statutes, or section 608.439, Florida Statutes. Section 620.8923, Florida Statutes, expressly provides that the provisions of sections 620.8911-620.8922, Florida Statutes, do not preclude an entity from being converted or merged under other law. In this case, the merger is being accomplished under other law: Section 608.439, Florida Statutes. We have complied with all the requirements of Section 608.439, Florida Statutes, using the forms and procedures promulgated by the Division of Corporations.

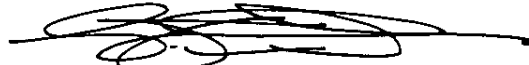
Accordingly, we are resubmitting this filing and, respectively, request that you file the Certificate of Conversion, and Articles of Organization as submitted.

Ms. Brenda Tadlock  
Registration Section  
Division of Corporations  
Page 2

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Your assistance in this matter is appreciated.

Sincerely,

A handwritten signature in black ink, appearing to read "L. James Dickson", with a long horizontal flourish extending to the right.

L. James Dickson

Enclosures

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

08 JAN 17 AM 11:17  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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:

Abbott & Stark Realty Partnership

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a general partnership

(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 June 30, 1999

(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:

Not applicable.

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

Abbott Realty, LLC

(Enter Name of Florida Limited Liability Company)

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 1st day of January 2008.

Signature of Authorized Person: \_\_\_\_\_

Printed Name: Norman S. Abbott, MD Title: 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)  |

**ABBOTT REALTY, LLC**  
**ARTICLES OF ORGANIZATION**

The undersigned, acting as an authorized representative of a member for the purpose of forming Abbott Realty, LLC (the "Company"), as a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby executes the following Articles of Organization pursuant to the requirements of Chapter 608, Florida Statutes.

**Article 1.**

**Name**

The name of the Company is:

**ABBOTT REALTY, LLC**

**Article 2.**

**Mailing Address**

The mailing address of the Company is:

2626 State Road 584, Suite 104  
Palm Harbor, Florida 34684

**Article 3.**

**Street Address**

The street address of the principal office of the Company is:

2626 State Road 584, Suite 104  
Palm Harbor, Florida 34684

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**Article 4.**

**Registered Agent and Office**

The name and street address of the Company's initial registered agent in the State is:

Norman S. Abbott, M.D.  
2626 State Road 584, Suite 104  
Palm Harbor, Florida 34684

**Article 5.**

**Duration**

The period of duration for the Company is perpetual.

**Article 6.**

**Management**

The Company is a manager-managed company.

**Article 7.**

**Continuation of Business**

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 Company will not cause a dissolution of the Company, and the remaining members have the right to continue the business of the Company.

IN WITNESS WHEREOF, these Articles of Organization have been executed.

Signed as of: January 1, 2008

By: 

NORMAN S. ABBOTT, M.D.  
Authorized Representative

## STATEMENT BY REGISTERED AGENT

I hereby accept the appointment as registered agent of Abbott Realty, LLC, a Florida limited liability company. I am familiar with, and accept, the obligations of that position as provided for in Chapter 608, Florida Statutes.



**NORMAN S. ABBOTT, M.D.**  
Registered Agent

08 JAN 17 AM 11:17  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS