

108000017050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

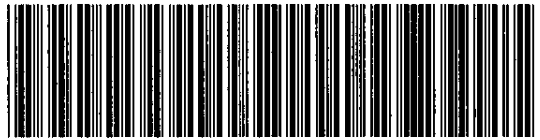
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W08000006918

Office Use Only



700116978967

02/07/08--01021---013 **177.50

02/18/08--01008--008 **2.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE
FEB 15 2008
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: _____
(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:

Thomas J. Tighe
(Contact Person)

Tucker & Tighe P.A.
(Firm/Company)

800 E. Broward Blvd #710
(Address)

Ft. Lauderdale FL 33301
(City, State and Zip Code)

For further information concerning this matter, please call:

Thomas J. Tighe, Esq. at (954) 467-7744
(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

2.50 due

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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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 8, 2008

TUCKER & TIGHE, P.A.
SUITE 710, CUMBERLAND BLDG.
800 EAST BROWARD BLVD.
FT. LAUDERDALE, FL 33301

SUBJECT: VAN AMBURGH ASSOCIATES, LLC
Ref. Number: W08000006918

We have received your document for VAN AMBURGH ASSOCIATES, LLC and check(s) totaling \$177.50 of which \$177.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$2.50 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 208A00008434

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TALLAHASSEE, FLORIDA

LAW OFFICES
TUCKER & TIGHE, P.A.

THOMAS J. TIGHE
MICHELLE MONTEKIO
MEREDITH L. SPIRA
MARK M. HEINISH

MORRIS C. TUCKER (RET'D)

SUITE 710 • CUMBERLAND BUILDING
800 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
Phone (954)467-7744/Fax (954)467-7905
E-mail: law@tuckertighe.com
www.tuckertighe.com

February 5, 2008

Via Federal Express
1-850-245-6052

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Van Amburgh Associates Inc.; Document # P9300001871
Conversion to Van Amburgh Associates, LLC

Dear Sirs:

Enclosed please find the Certificate of Conversion for converting Van Amburgh Associates, Inc. into Van Amburgh Associates, LLC, along with the Articles of Organization for Van Amburgh Associates, LLC.

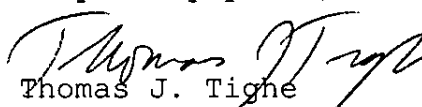
I also enclose this firm's check for \$177.50 which represents:

Certificate of Conversion	\$ 35.00
Certified Copy of Certificate of Conversion	\$ 8.75
File LLC	\$125.00
Certified Copy of LLC Articles	\$ 8.75
	<u>\$177.50</u>

Please file the Certificate of Conversion and Articles of Organization for the new LLC and send me certified copies of each.

Thank you for your prompt attention and assistance.

Very truly yours,


Thomas J. Tighe
For the firm

Encl.

cc: Frank Van Amburgh (w/o encl.)

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
FOR VAN AMBURGH ASSOCIATES, INC.
INTO VAN AMBURGH ASSOCIATES, LLC

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is

Van Amburgh Associates, Inc. *P93 000018713*

2. The name of the "Other Business Entity" is:

Van Amburgh Associates, LLC

3. The "Other Business Entity" is a limited liability company organized formed or incorporated under the laws of Florida. *3-10-93*

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on: The date of filing of this certificate.

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TALLAHASSEE, FLORIDA

8. This conversion shall be effective in Florida on: The date of filing of this certificate.

9. The "Other Business Entity's" principal office address, if any:

1140 Holland Drive, Suite #1, Boca Raton, FL

10. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333,F.S.

11. Pursuant to Florida Statute 607.1114: a Florida Corporation which is converted into a Florida Limited Liability Company pursuant to Chapter 607 is for all purposes the same entity that existed before the conversion; the title to all real property and other property, or any interest therein, owned by the Florida Corporation at the time of its conversion into a Florida Limited liability Company remains vested in the converted entity, that is, in the limited liability company, without reversion or impairment by operation of Chapter 607, Florida Statutes.

Date: 1/30/08

Frank Van Amburgh
Frank Van Amburgh, President.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

VAN AMBURGH ASSOCIATES, LLC

ARTICLE I - Name: The name of the Limited Liability Company shall be VAN AMBURGH ASSOCIATES, LLC.

ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is:

1140 Holland Drive, Suite #1

Boca Raton FL 33487

ARTICLE III - Registered Agent: The and street address of the Limited Liability Company's initial Registered Agent for service of process in this State is: Frank Van Amburgh, 1140 Holland Drive, Suite #1, Boca Raton FL 33487.

ARTICLE IV - Result of Conversion: This company is being formed as part of the conversion of Van Amburgh Associates, Inc., a Florida Corporation, into a limited

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liability company. Van Amburgh Associates, Inc. is being converted into this limited liability company.

ARTICLE V - Management: The Limited Liability Company will be a manager-managed company and the names and addresses of the initial managers are:

a. Frank Van Amburgh, 1140 Holland Drive, Suite #1, Boca Raton FL 33487

b. Michele Van Amburgh, 1140 Holland Drive, Suite #1, Boca Raton FL 33487

The Managers may be changed as provided by any applicable Operating Agreement. Each Manager has the authority to act on behalf of the company singly.

ARTICLE VI - Ownership The rights, obligations, and other matters regarding the members may be set forth in an Operating Agreement to be signed the Manager(s) and the Members.

ARTICLE VII - Transfer of Interests:

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TALLAHASSEE, FLORIDA

Member may not assign or transfer an interest in the Company except as may be allowed by any applicable Operating Agreement.

ARTICLE VIII - Members Rights to Continue

Business: The remaining members of the limited liability company will have the right 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 limited liability company, subject to such provisions governing such event as may be set forth in any applicable Operating Agreement.

ARTICLE IX - Applicable Regulations: If the Company does not have an Operating Agreement, as may be allowed under Florida Statutes, then the provisions of Chapter 608, Florida Statutes, or successor

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statutory provisions, will serve to govern the operations of the Company.

Frank Van Amburgh
Frank Van Amburgh

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: V A N A M B U R G H
ASSOCIATES, LLC

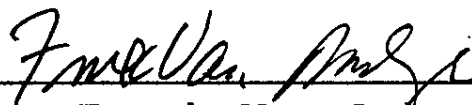
2. The name and the Florida

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address of the registered agent is:

Frank Van Amburgh, 1140 Holland
Drive, Suite #1, Boca Raton FL
33487

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 Chapter 608, F. S.



Frank Van Amburgh

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