

W086000047627

(Requestor's Name)

Hensley & Company, PA  
9420 Fountain Medical Ct, #101  
Bonita Springs, FL 34135

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

(Business Entity Name)

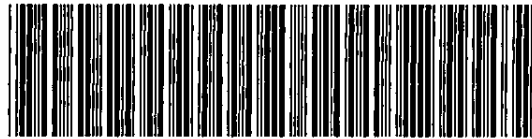
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

T. CLINE

MAY 13 2008

EXAMINER

**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:  
Anthony M. Bacarella Agency, Inc. 907-76584

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a 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 6/15/07  
(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:

Florida

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

Anthony M. Bacarella Agency, LLC

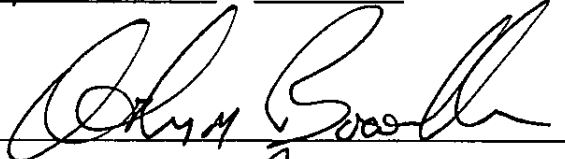
(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.  
(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 14 day of March 2008.

Signature of Authorized Person: 

Printed Name: Anthony M. Bawella Title: Pres.

**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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## **ARTICLES OF ORGANIZATION**

### **OF**

### **Anthony M. Bacarella Agency, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

#### **ARTICLE 1 -- NAME**

The name of the limited liability company shall be **Anthony M. Bacarella Agency, LLC**

#### **ARTICLE 2 -- ADDRESS**

The principal place of business of the Company in Florida shall be 11300 Lindberg Blvd, Suite 102, Ft Myers, FL 33913.

#### **ARTICLE 3 -- EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the secretary of State, State of Florida.

#### **ARTICLE 4 -- DURATION**

Subject to the provisions of article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in the articles of Organization.

#### **ARTICLE 5 -- PURPOSES AND POWERS**

The general purpose for which the Company is organized is for insurance and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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## **ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Anthony M. Bacarella Agency, LLC at 11300 Lindberg Blvd, Suite 102, Ft Myers, FL 33913. Then name and address of the registered agent of this Company is Anthony M. Bacarella, 11300 Lindberg Blvd, Suite 102, Ft Myers, FL 33913.

## **ARTICLE 7 – MANAGEMENT**

The managers of the Company shall be:

Operating Manager:	Anthony M. Bacarella
Vice Operating Manager:	John Armellino

Whose addresses shall be the same as the mailing address of the Company.

## **ARTICLE 8 – ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE 9 – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

## **ARTICLE 10 – INDEMNIFICATION**

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager of office in connection with the proceeding. The Company may indemnify an

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individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles on InCompany are deemed to include any amendment of successor thereto. Nothing contained in these articles of InCompany shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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FLORIDA

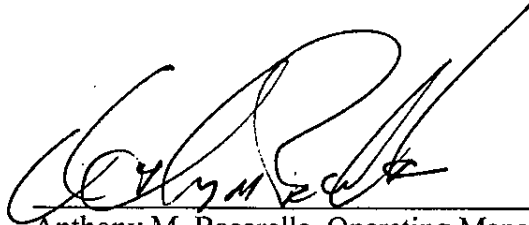
#### **ARTICLE 11 – MEMBERS**

The Managers of the company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. Then name and address of the member(s) of the Company are:

Anthony M. Bacarella  
11300 Lindberg Blvd, Suite 102  
Ft Myers, FL 33913

John Armellino  
11300 Lindberg Blvd, Suite 102  
Ft Myers, FL 33913

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Bonita Springs, Florida, for the foregoing uses and purposes, this 6TH MARCH 2008.

A handwritten signature in black ink, appearing to read 'Anthony M. Bacarella', written over a horizontal line.

Anthony M. Bacarella, Operating Manager

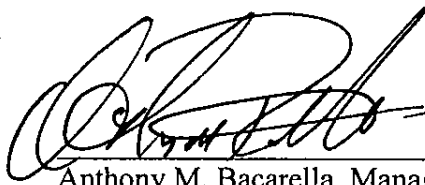
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Anthony M. Bacarella having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

A handwritten signature in black ink, appearing to read 'Anthony M. Bacarella', is written over a horizontal line.

Anthony M. Bacarella, Manager.

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