

L08 000048663

(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:

Office Use Only



800185462108

09/21/10--01024--006 \*\*25.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 SEP 21 AM 11:18

T. HAMPTON

SEP 22 2010

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Shear Construction & Management, LLC  
Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Thomas O. Wells, Esq.

Contact Person

Thomas O. Wells, P.A.

Firm/Company

540 Biltmore Way

Address

Coral Gables, FL 33134

City, State and Zip Code

Mechelle@twellsllaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas O. Wells

Name of Contact Person

at ( 305 ) 444-0016

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee  
and Certificate of  
Status

☐ \$55.00 Filing Fee  
and Certified Copy

☐ \$60.00 Filing Fee,  
Certified Copy, and  
Certificate of Status

**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

## **CERTIFICATE OF CONVERSION**

of

Shear Construction & Management, LLC, a Florida limited liability company,  
into

Shear Construction & Management, LLC, a Delaware limited liability company

This Certificate of Conversion and the attached Certificate of Formation are submitted to convert Shear Construction & Management, LLC, a limited liability company organized under the laws of the State of Florida, into Shear Construction & Management, LLC, a limited liability company organized under the laws of the State of Delaware, in accordance with Section 608.4401, Florida Statutes, and Del. Code Ann. Tit. 6, § 18-214.

1. Shear Construction & Management, LLC, a Florida limited liability company organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida, was formed on May 15, 2008, under Document Number L08000048663 (the "Converted Entity").
2. The name of the Converted Entity immediately prior to the filing of this Certificate of Conversion is Shear Construction & Management, LLC.
3. The name of the Delaware limited liability company into which the Converted Entity will be converted is Shear Construction & Management, LLC, a Delaware limited liability company (the "Resulting Entity"). The Certificate of Formation for the Resulting Entity filed with the Delaware Secretary of State is attached.
4. The conversion of the Converted Entity into the Resulting Entity is in compliance with the Florida Limited Liability Company Act, Chapter 608.
5. The conversion of the Converted Entity into the Resulting Entity was approved by all of the members and managers of the Converted Entity in accordance with Section 608.4402, Florida Statutes.
6. The address of the principal office of Resulting Entity is 6817 SW 81<sup>st</sup> Terrace, Miami, Florida 33143. The Federal employer identification number for the Resulting Entity will be 26-2648665 which is the same Federal employer identification number of the Converted Entity.
7. This Certificate of Conversion shall be effective upon the later of its filing with the Delaware Secretary of State and the Florida Secretary of State.
8. The Resulting Entity shall pay any member of the Converted Entity having appraisal rights in an amount as set forth in Sections 608.4351 through 608.43595 of the Florida Limited Liability Company Act.

FILED  
SEP 21 4H11:10  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion  
as of the 10<sup>th</sup> day of September, 2010.



Gary Shear, as President and Manager of Shear  
Construction & Management, LLC, a Florida  
limited liability company, and as President and  
Manager of Shear Construction & Management,  
LLC, a Delaware limited liability company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 SEP 21 AM 11:18