L08000095656

(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

200136463752

10/08/08--01018--028 **150.00

FILED
2008 OCT -8 A 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON
OCT - 9 2008
EXAMINER

POHL & SHORT, P.A.
ATTORNEYS AT LAW

STACY J. BORISOV
ERIC C. BOUGHMAN
ALEX CHRIS COSTOPOULOS
ALEXANDER S. DOUGLAS II
MATT G. FIRESTONE
GARY A. FORSTER
MARK A. GRIMES
RICHARD A. HEINLE
KATHRYN P. JONES
DAVID J. KOHS
ROBERT S. MACDONALD
TERESA N. PHILLIPS
FRANK L. POHL
JAMES E. SHEPHERD, V
HOUSTON E. SHORT
JOHN R. SIMPSON, JR
SCOTT W. SPRADLEY
JAMES C. WASHBURN

TELEPHONE (407) 647-7645
FACSIMILE (407) 647-2314
EMAIL: PS@POHLSHORT.COM

MAILING ADDRESS:
POST OFFICE BOX 3208
WINTER PARK, FLORIDA 32790

COURIER ADDRESS:
280 WEST CANTON AVENUE, SUITE 410
WINTER PARK, FLORIDA 32789

www.pohlshort.com

October 3, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Emerald Packing Company, Inc. (the "Corporation")
Our File No. 8614-1

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and associated Articles of Organization necessary to convert the above Corporation to Emerald Packing Company, LLC. We have also enclosed our check in the amount of $150.00 to cover the cost associated with our request.

Please call with any questions or comments you may have.

Sincerely,

Gary A. Forster

GAF/tj
Enclosures
Cc: Frank L. Pohl. Esq.

m:\ps8\8614\001\ltrs\divcorpforwarding-001.doc

CERTIFICATE OF CONVERSION FOR
EMERALD PACKING COMPANY, INC.
TO
EMERALD PACKING COMPANY, LLC

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. Emerald Packing Company, Inc. (the "Corporation") has been converted to a Florida limited liability company ("LLC"), in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute 607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 2823 N. Orange Blossom Trail, Orlando, FL 32804.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Emerald Packing Company, Inc., incorporated under the laws of the State of Florida on July 24, 1974.

6. The name of the LLC, as set forth in the attached Articles of Organization is Emerald Packing Company, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

DATED this 18 day of Sept, 2008.

EMERALD PACKING COMPANY, INC.

By: Stuart L. Arost
Stuart L. Arost, President

FILED
2008 OCT -8 A 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EMERALD PACKING COMPANY, LLC

By: Stuart L. Arost
Stuart L. Arost, Managing Member

8. Immediately after the statutory conversion, the shareholders will own all of the outstanding membership rights of the LLC as a Florida limited liability company and will own such rights solely by reason of their ownership of their corporate stock immediately prior to the conversion.

9. Under the Florida Statutes, the LLC will be considered the same entity after the statutory conversion as before. Accordingly, in connection with the statutory conversion, there will be no assignment, transfer or other change in the Corporation's liabilities and the LLC will assume no new liabilities.

FILED
2008 OCT -8 A 10: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m:\ps8\8614\001\docs\conversionplan-001.doc

PLAN OF CONVERSION OF
EMERALD PACKING COMPANY, INC.
TO EMERALD PACKING COMPANY, LLC

FILED
2008 OCT -8 A 10: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Upon the consummation of the conversion of Emerald Packing Company, Inc., a Florida corporation (the "Corporation") to Emerald Packing Company, LLC, a Florida limited liability company (the "LLC"), without further act of deed and without reversion or impairment, the Corporation shall become the LLC and the LLC shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the conversion as provided in Section 607.1114 of the Florida Statutes. Further, as provided in Section 607.1114 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the conversion, all liens upon the properties of the Corporation, shall be preserved and remain unimpaired by the conversion, and all debts, liabilities, obligations and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC.

2. The Corporation has been converted to a Florida limited liability company, in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

3. The effective date of the conversion shall be the date of filing the Certificate of Conversion with the Florida Secretary of State.

4. The name of the Corporation immediately prior to the filing of the Certificate of Conversion is Emerald Packing Company, Inc., incorporated under the laws of the State of Florida on July 24, 1974.

5. The name of the LLC, as set forth in the attached Articles of Organization is Emerald Packing Company, LLC.

6. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

7. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:

a. At the effective date of the conversion, all ownership and economic interests of the LLC issued and outstanding immediately prior to the conversion shall remain issued and outstanding and shall be unchanged as a result of the conversion.

b. At the effective date of the conversion, the five hundred (500) shares of common stock of the Corporation, issued and outstanding shall be converted into an aggregate of one hundred percent (100%) of all membership interests of the LLC. The total consideration that the shareholders of the Corporation shall therefore receive for each five (5) shares of outstanding common stock of the Corporation shall be a one percent (1%) membership interest in the LLC.

ARTICLES OF ORGANIZATION FOR EMERALD PACKING COMPANY, LLC, A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of the Limited Liability Company is EMERALD PACKING COMPANY, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 2823 N. Orange Blossom Trail, Orlando, FL 32804.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by its managing member, and the name and address of such managing member are:

Stuart L. Arost
2823 N. Orange Blossom Trail
Orlando, FL 32804

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Limited Liability Company is 1936 Lee Road, Suite 100, Winter Park, FL 32789, and the initial Registered Agent at such address is Franklin T. Walden.

IN WITNESS WHEREOF, *the undersigned managing member affirms that, under* penalties of perjury, the facts stated herein are true, and the undersigned managing member has executed these Articles of Organization this 7 day of 29, 2008.

Stuart L. Arost

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 17TH day of Sept., 2008.

Franklin T. Walden

FILED

2008 OCT -8 A 10: 18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA