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2008 OCT 29 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** RP LAND COMPANY II, LLC  
(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:

ELIZABETH CHRISTIANSON  
(Contact Person)

PENCE COMPANIES  
(Firm/Company)

300 E. NEW HAVEN AVE  
(Address)

MELBOURNE, FL 32901  
(City, State and Zip Code)

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For further information concerning this matter, please call:

ELIZABETH CHRISTIANSON at ( 321 ) 837-0350 EXT 19  
(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

**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**

RP Land Company, a Florida corporation, hereby submits this Certificate of Conversion pursuant to Section 608.439, *Florida Statutes*, to the Secretary of State of the State of Florida.

### **ARTICLE I NAME**

The name of the entity to be converted pursuant hereto is RP Land Company.

### **ARTICLE II DATE AND JURISDICTION OF ORGANIZATION**

RP Land Company was first organized on January 25, 2005 under the laws of the State of Florida.

### **ARTICLE III FORM OF ENTITY**

RP Land Company is a corporation subject to the laws of the State of Florida. The laws of the State of Florida governing RP Land Company permit this conversion.

### **ARTICLE IV CONVERSION**

RP Land Company shall be converted into a Florida limited liability company organized under Chapter 608, *Florida Statutes*. The name of the limited liability company shall be RP Land Company II, LLC.

### **ARTICLE V ARTICLES OF ORGANIZATION**

The Articles of Organization of RP Land Company II, LLC, a Florida limited liability company, have been submitted to the Florida Secretary of State contemporaneously with this Certificate of Conversion.

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**ARTICLE VI  
EFFECTIVE DATE**

This Certificate of Conversion shall be effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this \_\_\_\_\_ day of \_\_\_\_\_, 2008.




Roy J. Pence, a member of RP Land Company II, LLC



Roy J. Pence, President on behalf of RP Land Company

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby states that he is familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, hereby accepts to act in that capacity and agrees to comply with the provisions of said Chapter relative to keeping open said office.



Roy J. Pence

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**ARTICLES OF ORGANIZATION**

**OF**

**RP LAND COMPANY II, LLC**

The undersigned desiring to form a limited liability company pursuant to Chapter 608, *Florida Statutes*, hereby states as follows.

**ARTICLE I – NAME**

The name of this limited liability company (the “Company”) is RP Land Company II, LLC.

**ARTICLE II – PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the Company is 300 E. New Haven Avenue, Melbourne, FL 32901


**ARTICLE III – REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent for service of process in the state of this Company is Roy J. Pence, 300 E. New Haven Avenue, Melbourne, Florida 32901.

**ARTICLE IV – MANAGER**

The initial manager of the Company is Roy J. Pence.

**IN WITNESS WHEREOF**, the undersigned member executed these Articles of Organization this \_\_\_\_\_ day of October 2008.

  
\_\_\_\_\_  
**ROY J. PENCE**, a member

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TALLAHASSEE FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, *Florida Statutes*, the following is submitted in  
Compliance with said Act:

FIRST, that RP LAND COMPANY II, LLC, desiring to organize under the  
Laws of the State of Florida, with its principal office as indicated by the Articles of  
Organization in the City of Melbourne, County of Brevard, State of Florida, has  
named ROY J. PENCE, 300 E. New Haven Avenue, Melbourne, FL 32901 as its  
agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated entity,  
liability company at the place designated in this certificate, I am familiar with the  
obligations of the registered agent under Chapter 608, *Florida Statutes*, and I hereby  
accept to act in this capacity and agree to comply with the provisions of said Chapter  
relative to keeping open said office.

  
\_\_\_\_\_  
Roy J. Pence

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