

L08000118052

(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



000139238340

12/29/08--01044--024 \*\*87.50

01/05/09--01009--001 \*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 29 PM 3:58

T. HAMPTON

DEC 31 2008

EXAMINER

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Palm Royale Cemetery and Mausoleum, 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:

Arlene F. Austin, Esq.  
(Contact Person)

Arlene F. Austin, P.A.  
(Firm/Company)

700 11th Street South, Suite #102  
(Address)

Naples, FL 34102  
(City, State and Zip Code)

For further information concerning this matter, please call:

Arlene F. Austin at ( 239 ) 564-0373  
(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

*Arlene F. Austin, P.A.*

THE FLORESTA BUILDING  
700 ELEVENTH STREET S., #102  
NAPLES, FL 34102-6777

ATTORNEY AT LAW

PH: (239) 514-8211  
FAX: (239) 514-4618  
AFAUSTIN@ATT.NET

December 23, 2008

Via FedEx  
Secretary of State  
Division of Corporations  
Attn. Registrations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Conversion of Corporation into LLC  
(LLC Surviving)  
Palm Royale Cemetery and Mausoleum, LLC  
Our File No. 10345.0

Ladies:

The undersigned represents Palm Royale Cemetery and Mausoleum, Inc., and Palm Royale Cemetery and Mausoleum, LLC. It is our intent to merge the corporation into the LLC with the LLC as the surviving entity. We have already filed the LLC using "II" to differentiate the LLC from the corporation until the conversion was complete. The creation of the LLC in advance of the conversion was required by another Florida agency in order for them to approve the transfer of the business' licenses from one entity to the other. Therefore, we have also prepared Amended and Restated Articles of Organization dropping the "II" from the LLC name in the process of the conversion. The resulting LLC should be Palm Royale Cemetery and Mausoleum, LLC.

Therefore, enclosed please find the following documents for filing as soon as possible.

1. Amended and Restated Articles of Organization
2. Articles of Merger
3. Plan of Merger
4. Certificate of Conversion
5. Cover Letter re Conversion

Page Two  
December 23, 2008  
Via FedEx

5. Check for filing fees in the sum of \$77.50 pursuant to my telephone conference with Ms. Bruce of your office.

|                |                       |
|----------------|-----------------------|
| \$35.00        | Conversion            |
| \$35.00        | Corporation           |
| \$ 8.75        | Certified copy        |
| <u>\$ 8.75</u> | Certificate of Status |
| \$87.50        | Total                 |

It is imperative that this conversion and change of name for the LLC be transacted before December 31, 2008. We have also enclosed our return FedEx package for your convenience.

Thank you for your kind cooperation and assistance. Happy New Year! If you have any questions, I can be contacted at the numbers listed above or at (239) 564-0373.

Very truly yours,



Arlene F. Austin

AFA:jf  
Encs.  
cc: James W. Field, MGRM

*Arlene F. Austin, P.A.*

THE FLORESTA BUILDING  
700 ELEVENTH STREET S., #102  
NAPLES, FL 34102-6777

ATTORNEY AT LAW

PH: (239) 514-8211  
FAX: (239) 514-4618  
AFAUSTIN@ATT.NET

December 30, 2008

Via FedEx  
Secretary of State  
Division of Corporations  
Attn.: Ms. Tammy Hampton  
Registrations Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Conversion of Corporation into LLC  
(LLC Surviving)  
Palm Royale Cemetery and Mausoleum, LLC  
Our File No. 10345.0

Dear Ms. Hampton:

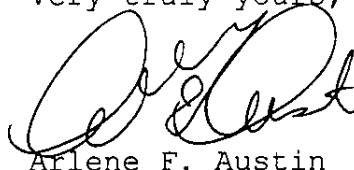
Pursuant to our telephone conference today, enclosed please find the following documents for filing as soon as possible.

1. Articles of Organization
2. Certificate of Conversion
3. Cover Letter re Conversion
4. Cover Letter re Dissolution
5. Articles of Dissolution
6. Check for filing fees in the sum of 122.50 pursuant to my telephone conference with you.

|                 |                         |
|-----------------|-------------------------|
| \$ 25.00        | Articles of Dissolution |
| <u>\$ 97.50</u> | Conversion              |
| \$122.50        | Total                   |

As we discussed, it is imperative that this conversion and change of name for the LLC be transacted before December 31, 2008. Thank you for your kind cooperation and assistance. Happy New Year! If you have any questions, I can be contacted at (239) 564-0373.

Very truly yours,



Arlene F. Austin

AFA:jf/Encs.

**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:

Palm Royale Cemetery and Mausoleum, Inc.

(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 August 10, 1998.

(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:

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

Palm Royale Cemetery and Mausoleum, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: December 30, 2008  
(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 30th day of December 2008.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: [Signature]  
Printed Name: James W. Field Title: MGRM

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: [Signature]  
Printed Name: James W. Field Title: President/Trasurer

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**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)  |

**ARTICLES OF ORGANIZATION**  
**OF**  
**PALM ROYALE CEMETERY AND MAUSOLEUM, LLC**  
**A Florida Limited Liability Company**

These Articles of Organization shall be effective on the December 30, 2008, filing with the Florida Secretary of State. The following were unanimously adopted by a majority of the Members of the limited liability company:

**ARTICLE I: NAME OF COMPANY**

The name of the limited liability company shall be changed to:

PALM ROYALE CEMETERY AND MAUSOLEUM, LLC.

**ARTICLE II: PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the limited liability company shall be:

6780 Vanderbilt Beach Road  
Naples, FL 34119

**ARTICLE III: DURATION & PURPOSE**

The period of duration for the limited liability company shall be perpetual. It shall be operated for the purpose of operating and managing a cemetery and mausoleum business and may engage in the transaction of any and all business activities permitted under the laws of Florida and the United States of America..

**ARTICLE IV: MANAGEMENT**

The Company shall be managed by the Members and the name and address of the Managing Member is:

James W. Field, MGRM  
5228 Old Gallows Way  
Naples, FL 34105

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 29 PM 3:58



**ARTICLE V: REGISTERED AGENT AND OFFICE**

The name and address of the Registered Agent shall be:

James W. Field  
5228 Old Gallows Way  
Naples, FL 34105

**ARTICLE VI: INITIAL MEMBERS**

The names and addresses of the initial Members are:

James W. Field, MGRM  
5228 Old Gallows Way  
Naples, FL 34105

James V. Seegers, Member  
W5494 Lost Nation Road  
Elkhorn, WI 53121

**ARTICLE VII: AMENDMENT**

These Articles of Organization may be amended from time to time in accordance with the terms contained in the Operating Agreement of the limited liability company.

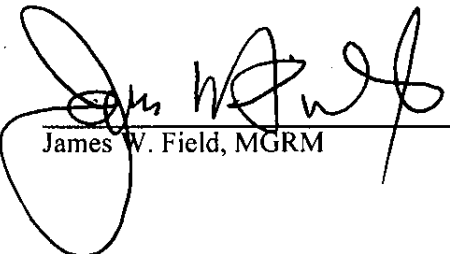
**ARTICLE VIII: ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the Members to admit additional Members and the terms and conditions of the admissions shall be as stated in the Operating Agreement or other Members' Agreement. All additional Members must also enter into that Agreement as a condition of admittance.

**ARTICLE IX: LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

No Member of the Company shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

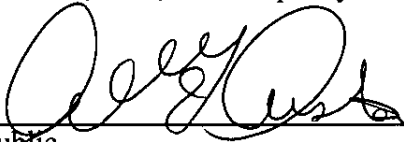
These Articles of Organization were executed on December 30, 2008, by James W. Field, Managing Member of PALM ROYALE CEMETERY AND MAUSOLEUM, LLC.

  
James W. Field, MGRM

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 29 PM 3:58

STATE OF FLORIDA  
COUNTY OF COLLIER

On December 30, 2008, James W. Field, designated above as the company's MGRM who is personally known to me personally appeared before me at the time of notarization, and acknowledged signing these Articles of Organization of PALM ROYALE CEMETERY AND MAUSOLEUM, LLC, in his capacity as its Managing Member.



Notary Public

Arlene F. Austin

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



08 DEC 29 PM 3:58

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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.**

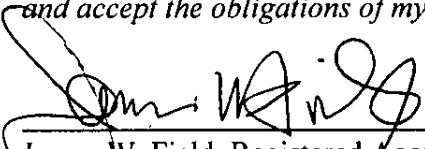
1. The name of the Limited Liability Company is:

Palm Royale Cemetery and Mausoleum, LLC.

2. The name and the Florida street address of the registered agent and registered office are:

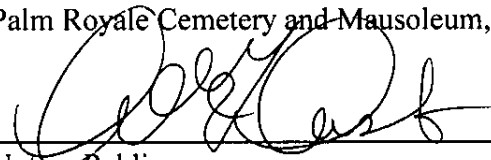
James W. Field  
5228 Old Gallows Way  
Naples, FL 34105

*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.*

  
\_\_\_\_\_  
James W. Field, Registered Agent

State of Florida  
County of Collier

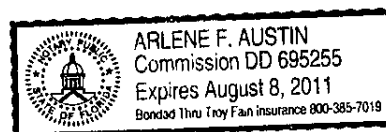
On December 30, 2008, James W. Field, designated above as the individual who shall serve as the company's initial registered agent, who is personally known to me and he personally appeared before me at the time of notarization, and acknowledged signing these Articles of Organization of Palm Royale Cemetery and Mausoleum, LLC, as resident agent.

  
\_\_\_\_\_  
Notary Public

Arlene F. Austin

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 29 PM 3:58

(SEAL)