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J. BRYAN

JAN - 7 2009

EXAMINER

Lorie Brownson

AUTHORIZATION BY PHONE TO

CORRECT eff date to be 01/05/09

DATE 01/07/09 @ 3:41pm

DCC. EXAM

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ALMAND FAMILY HOLDINGS, 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:

LORIE BROWNSON  
(Contact Person)

MACFARLANE FERGUSON & McMULLEN  
(Firm/Company)

P.O. Box 1531  
(Address)

Tampa, FL 33601  
(City, State and Zip Code)

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For further information concerning this matter, please call:

LORIE BROWNSON at ( 813 ) 273-4295  
(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  
OF  
EVELYN ALMAND FAMILY LIMITED PARTNERSHIP  
INTO  
ALMAND FAMILY HOLDINGS, LLC**


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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Limited Partnership into a Florida Limited Liability Company in accordance with Section 620.2104 and Section 608.439, Florida Statutes.

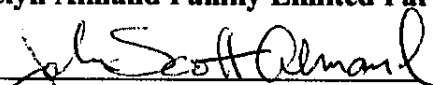
1. The name of the Florida Limited Partnership immediately prior to the filing of this Certificate of Conversion is: **Evelyn Almand Family Limited Partnership.**
2. The entity to be converted is a Limited Partnership and was first organized and formed under the laws of Florida on August 21, 1998, under Document Number A98000001975.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: **Almand Family Holdings, LLC.**
4. This conversion is effective January <sup>5</sup>~~1~~, 2009.

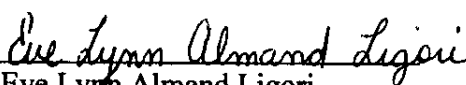
IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion this 31<sup>st</sup> day of DECEMBER, 2008.

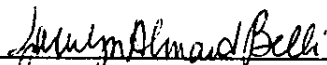
**Almand Family Holdings, LLC**

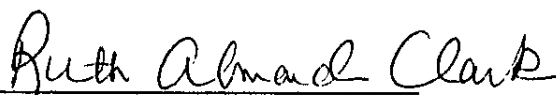
By:   
James W. Goodwin, Esq.  
Attorney and Authorized Representative


**Evelyn Almand Family Limited Partnership**

By:   
John Scott Almand  
General Partner

By:   
Eve Lynn Almand Ligor  
General Partner

By:   
Jacalyn Almand Belli  
General Partner

By:   
Ruth Almand Clark  
General Partner

By:   
Norma Sue Rice  
General Partner

**ARTICLES OF ORGANIZATION  
OF  
ALMAND FAMILY HOLDINGS, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the limited liability company shall be ALMAND FAMILY HOLDINGS, LLC.

**ARTICLE II**

**Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:

201 N. Franklin Street  
Suite 2000  
Tampa, Florida 33602

**ARTICLE III**

**Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV**

**Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE V**

**Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 201 North Franklin Street, Suite 2000, Tampa, Florida 33602 and the initial registered agent at such address is James W. Goodwin, Esq. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. James W. Goodwin, Esq. is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

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**ARTICLE VI**  
**Management**

The management of the limited liability company, unless otherwise provided in articles of organization or the operating agreement, shall be vested in a Board of Managers.

**ARTICLE VII**  
**Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members.

**ARTICLE VIII**  
**Operating Agreement**

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.


**ARTICLE IX**  
**Effective Date**

These Articles of Organization shall be effective January <sup>5</sup>~~1~~, 2009.

**ARTICLE X**  
**Acknowledgment**

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of **ALMAND FAMILY HOLDINGS, LLC**.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 31<sup>st</sup> day of DECEMBER, 2008.

  
\_\_\_\_\_  
James W. Goodwin, Esq.  
Attorney and Authorized Representative

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **ALMAND FAMILY HOLDINGS, LLC**
2. The name and address of the registered agent and office is:

**James W. Goodwin, Esq.  
201 North Franklin Street  
Suite 2000  
Tampa, Florida 33602**

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.

Dated this 31<sup>st</sup> day of December, 2008.

  
James W. Goodwin, Esq.

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