

L09000004375

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

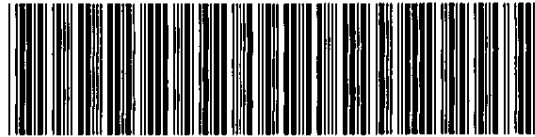
(Business Entity Name)

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2009 JAN 12 PM 4: 13  
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B. KOHR  
JAN 14 2009  
EXAMINER

FILED  
09 JAN 12 PM 2: 35  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 855970 7578406

AUTHORIZATION :

COST LIMIT : \$ 185.00

ORDER DATE : January 12, 2009

ORDER TIME : 1:42 PM

ORDER NO. : 855970-050

CUSTOMER NO: 7578406

FILED  
09 JAN 12 PM 2:35  
TALLAHASSEE, FLORIDA  
*Louise Lema*

DOMESTIC AMENDMENT FILING

NAME: CAPITAL EQUITIES GROUP, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 13, 2009

JEANINE REYNOLDS  
CSC  
TALLAHASSEE, FL

SUBJECT: CAPITAL EQUITIES GROUP, LLC  
Ref. Number: W09000001443

**RESUBMIT**  
Please give original  
submission date as file date

FILED  
09 JAN 12 PM 2:35  
TALLAHASSEE, FLORIDA

We have received your document for CAPITAL EQUITIES GROUP, LLC and the authorization to debit your account in the amount of \$185.00. However, the document has not been filed and is being returned for the following:

The Certificate of Conversion must have 2 separate signatures. First, it must be signed by an officer or director of the converting corporation. Then it must be signed by a member or authorized representative of the resulting LLC. Photocopied and/or conformed signatures are acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 309A00001115

RECEIVED  
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DIVISION OF CORPORATIONS  
2009 JAN 14 PM 1:40  
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FILED  
09 JAN 12 PM 2:35  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**CERTIFICATE AND PLAN OF CONVERSION  
FOR  
CAPITAL EQUITIES GROUP, INC.  
INTO  
CAPITAL EQUITIES GROUP, LLC**


This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **CAPITAL EQUITIES GROUP, INC.**, a Florida corporation (the "Corporation"), into **CAPITAL EQUITIES GROUP, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. **CAPITAL EQUITIES GROUP, INC.**, a Florida corporation, was formed on March 18, 1986. J04608
2. The name of the Florida limited liability company is **CAPITAL EQUITIES GROUP, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned has executed this Certificate and Plan of Conversion as of the 3<sup>rd</sup> day of December, 2008.

  
\_\_\_\_\_  
**HARRY J. UNDERHILL, III**, as the sole  
Shareholder of Capital Equities  
Group, Inc. and the sole Member  
of Capital Equities Group, LLC

**EXHIBIT A**

**ARTICLES OF ORGANIZATION**  
**OF**  
**CAPITAL EQUITIES GROUP, LLC**  
(a Florida limited liability company)

FILED  
09 JAN 12 PM 2:35  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
CAPITAL EQUITIES GROUP, LLC**  
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is **CAPITAL EQUITIES GROUP, LLC** (hereinafter, the "Company").

**ARTICLE II  
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is:

490 North Harbor City Boulevard  
Melbourne, FL 32935

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

**HARRY J. UNDERILL, III**  
490 North Harbor City Boulevard  
Melbourne, FL 32935

The undersigned have executed these Articles of Organization as of this 3rd day of December, 2008.

  
\_\_\_\_\_  
**HARRY J. UNDERILL, III, Member**

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **CAPITAL EQUITIES GROUP, LLC** at the place designated in Article III of the Articles of Organization, **HARRY J. UNDERILL, III** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. **HARRY J. UNDERILL, III** is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.

By:   
\_\_\_\_\_  
**HARRY J. UNDERILL, III**  
Date: Dec 3, 2008