# L0900043419

(Requestor's Name)		
(Address)		
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(City/State/Zip/Phone #)		
(City/State/Zip/Filone #)		
PICK-UP WAIT MAIL		
(Business Entity Name)		
(Business Entity Name)		
(Document Number)		
Onlife of Continue		
Certified Copies Certificates of Status		
Special Instructions to Filing Officer:		
Special instructions to Filing Officer:		

Office Use Only



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S. HAWKES

MAY 0 1 2009

EXAMINER

# **COVER LETTER**

Division of Corporations		
SUBJECT: AMERICAN PA	RTNERS F	MANCIAL, LI
The enclosed Certificate of Conversion, A convert an "Other Business Entity" into a accordance with s. 608.439, F.S.		
Please return all correspondence concerni	ing this matter to:	
Charles Noogin Walke	er, III	
American Partne	rs Financ	119/
1261 SW 48+4 TE	irrace	
Deerfield Beach (City, State and Zip Code)	, FL 33	442
For further information concerning this me han leg Noolin Wa	1Kg 954 6	00 - 4016 Paytime Telephone Number)
Enclosed is a check for the following amo	ount:	
\$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:	MAILING A	ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Registration Section

TO:

Registration Section
Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

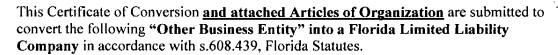
# **Certificate of Conversion**

For

# "Other Business Entity"

Into

# Florida Limited Liability Company



1. The name of the "Other Business Entity" immediately prior to the filing of this		
Certificate of Conversion is: American Partners Financial Inc		
(Enter Name of Other Business Entity)		
Certificate of Conversion is: American Partners Financial, From  (Enter Name of Other Business Entity)  2. The "Other Business Entity" is a S' Corporation Pos-7156		
(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 Oct 8, 2008 (Enter date "Other Business Entity" was first organized, formed or incorporated)		
(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:		
N/A		
4. The name of the Florida Limited Liability Company as set forth in the attached		
Articles of Organization:		
American Partners Financial, LLC		
(Enter Name of Florida Limited Liability Company)		
5. If not effective on the date of filing, enter the effective date: date of filing		
<u> </u>		
(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 45th day of April	20.09.			
Signature of Member or Authorized Representative of Limited Liability Company:  Signature of Member or Authorized Representative:  Printed Name: Charles Noon Kalker W Title:  Manager				
				Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]
Signature: / / / Nous Walk	herth 1 1/2			
	Title: PAPSIAPNY/ (40	asiyan ez		
Signature:	' 000	aid v		
Printed Name:	Title:			
Signature:				
Printed Name:	Title:			
Signature:Printed Name:	TH. 30 8			
Printed Name:	_ Ittle:	- 11		
Signature:Printed Name:		N		
		A Table		
Signature:Printed Name:		The second second		
		မ		
If Florida Corporation: Signature of Chairman, Vice Chairman, Director, or or	Officer.			
If Directors or Officers have not been selected, an Incorporator must sign.				
If Florida General Partnership or Limited Liability Signature of one General Partner.	ty Partnership:	·		
If Florida Limited Partnership or Limited Liability Signatures of <u>ALL</u> General Partners.	ty Limited Partnership:			
All others: Signature of an authorized person.				
Fees:				
Certificate of Conversion: Fees for Florida Articles of Organization: Certified Copy: Certificate of Status:	\$25.00 \$125.00 \$30.00 (Optional) \$5.00 (Optional)			

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1 - Name:

The name of the Limited Liability Company is:	5 6
AMERICAN PARTNER	5 Financial, LLC
(Must end with the words "Limited Liability Company," the ab	breviation "L.L.C.," or the designation
•	第 <b>3</b>
ARTICLE II - Address: The mailing address and street address of the pr	rincipal office of the Limited
Liability Company is:	S. S.
Principal Office Address	Mailing Address
Principal Office Address:	Mailing Address:
1560 Squarnes Cosp. Parking	1261 SW 48 th Terrace
SURPHOY FL 22202	Deer Da Beach, FL
VBINGE, FU 33363	23442
ARTICLE III - Registered Agent, Registered	l Office, & Registered Agent's
Signature: (The Limited Liability Company cannot serve as its own Regist	tered Agent. You must designate an
individual or another business entity with an active Florida registration.)	
The name and the Florida street address of the r	•
INCORP SERV	IKES INCO
17988 67H Name	aust North
Florida street address (P.O.	Box NOT acceptable)
1 orahatahas.	33470
City, State	FL JJ//O
City, State	., and Zip
Having been named as registered agent and to	
above stated limited liability company at the pla hereby accept the appointment as registered	ace designated in this certificate, 1
capacity. I further agree to comply with the pro	
the proper and complete performance of my di	uties, and I am familiar with and
accept the obligations of my position as regi	stered agent as provided for in
Cipapide 608, F.:	S

gistered Agent's Signature (REQUIRED)

(CONTINUED)
Page 1 of 4

# Article 4.-Management

Management of the Limited Liability Company is vested in one or more managers whose names and addresses are as follows:

Charles Noojin Walker, III 1261 SW 48th Terrace Deerfield Beach, FL 33442 (MGR)

The Company shall be considered "manager-managed".

#### **Article 5.-Effective Date**

The effective date of these Articles is upon filing.

#### **Article 6.-Purpose**

The purpose for which this limited liability company is organized is to engage in any and all lawful acts for which an L.L.C. may be formed.

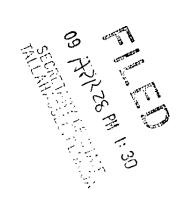
#### **Article 7.-Duration**

The period of duration for the Limited Liability Company shall be perpetual.

# Article 8-Idemnification of Managers and Members

#### **Section A**

Under the current law, including any amendments hereafter, each manager shall be entitled to the fullest indemnification available to them.



### Section B

Each manager shall be liable to the Company for the following actions:

- 1. The breach of the managers or members loyalty to the Company, or its members.
- 2. To be liable hereunder, the manager in question must have acted in a malicious or grossly negligent manner, as defined by law.
- 3. A transaction in which the manager benefits to the detriment of the Company exits members.
- 4. An action for which there is no indemnification provided by law.

#### Section C

This indemnification shall not deter or cancel out other rights to which the manager or member is entitled.

### **Article 9-Membership Classes**

There will initially be three classes of membership and they are as follows:

- Class A Membership Shares (voting shares will have 10 votes per 1% of ownership in the Company, and are owned by one or more members that may participate in the management of the Company or may appoint separate managers of the Company).
- Class B Membership Shares (non-voting shares with bonus or dividend opportunities as declared by 2/3 majority vote of Class A Member Shareholders). These membership shares are reserved for Company contracted independent contractors--insurance agents and advisors or Company contracted independent contractors-non-licensed consultants, project managers or employees. These members have no ownership in the Company, but can receive a dividend or bonus yearly or other period as determined and declared by 2/3 majority vote of Class A Member Shareholders. These shares terminate automatically with no cash value with the termination of employment or with termination of the independent contractor's contract with the Company.
- Class C Membership Shares (non-voting, silent partners in the business whose shares are restricted and must be sold back to the Company if redemption is desired). Class C Membership Shares will receive a return based on their investment in the Company as mutually determined by the Class C Member and Class A Members.

The Class A Member Shareholders by majority vote reserve the right to modify, delete or add Classes of Memberships. Class A, B, and C new members or new members for other classes can be admitted to the Company with full rights of membership by Class upon majority consent of Class A voting membership shares.

# **Article 10-Organization**

The name and address of the Organizer of the Company is:

Charles Noojin Walker, III 1261 SW 48th Terrace Deerfield Beach, FL 33442

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization. (In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true).

This **<u>\$\frac{25}\$</u>** day of <u>April</u>, 2009.

Charles Noojin Walker, III, CL-A Member / Manager 1261 SW 48th Terrace, Deerfield Beach, FL 33442