

LO9 000043419

(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



300152689043

04/28/09--01043--019 \*\*155.00

FILED  
FILED  
09 APR 28 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. HAWKES

MAY 01 2009

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** AMERICAN PARTNERS FINANCIAL, 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:

Charles Noojin Walker, III  
(Contact Person)  
American Partners Financial  
(Firm/Company)  
1261 SW 48th Terrace  
(Address)  
Deerfield Beach, FL 33442  
(City, State and Zip Code)

For further information concerning this matter, please call:

Charles Noojin Walker at (954) 600-4016  
(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**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

FILED  
09 APR 28 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

American Partners Financial, Inc.  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a "S" Corporation POB-91566  
(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)

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  
(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 25th day of April 2009.

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

Signature of Member or Authorized Representative: C. Noojin Walker III  
Printed Name: Charles Noojin Walker III Title: Manager

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

Signature: C. Noojin Walker III  
Printed Name: Charles Noojin Walker III Title: President/Chairman of Board

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 FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

American Partners Financial, LLC  
(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

### ARTICLE II - Address:

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

#### Principal Office Address:

1560 Squigpass Corp. Parkway  
Suite 407  
Sunrise, FL 33323

#### Mailing Address:

1261 SW 48th Terrace  
Deerfield Beach, FL  
33442

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's

#### Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

INCORP SERVICES INC.  
17988 67th Court North  
Name  
Florida street address (P.O. Box **NOT** acceptable)  
Loxahatchee FL 33470  
City, State, and Zip

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 as provided for in

[Signature]  
Chapter 608, F.S.  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 4

FILED  
09 APR 26 PM 1:30  
STATE OF FLORIDA  
TALLAHASSEE

#### **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.

FILED  
09 APR 28 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **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 or its 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 25 day of April, 2009.



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

09 APR 26 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED