

LO9000048558

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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LO9-48558

05/22/09--01005--024 **150.00

Cert of Conv.

~~209-21784~~

~~203120900148~~

LO9000104338

FILED
09 MAY 19 PM 3:41
CLERK OF SUPERIOR COURT
JULIA

N. CAUSSEAU

MAY 19 2009

EXAMINER

209-48558

COVER LETTER

TO: Registration Section
Division of Corporations
1212

SUBJECT: CSP, LLC, a Florida limited liability company
(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:

HARRY S. CLINE, ESQ.

(Contact Person)

Macfarlane Ferguson & McMullen

(Firm/Company)

Post Office Box 1669

(Address)

Clearwater, FL 33757

(City, State and Zip Code)

For further information concerning this matter, please call:

HARRY S. CLINE

(Name of Contact Person)

at (727) 441-8966

(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

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

1611 HARDEN BOULEVARD
LAKELAND, FLORIDA 33803
(863) 680-9908 FAX (863) 683-2849

ONE TAMPA CITY CENTER, SUITE 2000
201 NORTH FRANKLIN STREET
P.O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4396

www.mfmlegal.com
EMAIL: info@mfmlegal.com

625 COURT STREET
P.O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:

Clearwater

May 8, 2009

Florida Department of State
Division of Corporations
Registration/Qualification Section
2661 Executive Center
Clifton Building Circle
Tallahassee, FL 32301

Re: 1212-1218 Court Street Partnership conversion to 1212 CSP, LLC
Ref: W09000021784

Dear Sir or Madam:

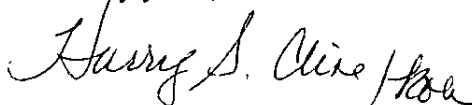
Enclosed herewith please find the following:

1. Cover Letter
2. Original Certification of Conversion
3. Original Articles of Organization
4. Electronic Filing Cover Sheet reflecting payment made from our account.

It is my understanding from your fax of May 8th that conversions cannot be filed electronically. Accordingly, enclosed are the original documents.

If you have any questions, please do not hesitate to contact my office. Once properly filed, please provide us with confirmation of same.

Sincerely yours,



Harry S. Cline

HSC:koh
Enclosures



May 8, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MACFARLANE FERGUSON & MCMULLEN

SUBJECT: 1212 CSP, LLC
REF: W09000021784

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A Certificate of Conversion cannot be filed electronically. You must submit the certificate of conversion and the articles by mail.

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H09000092000
Letter Number: 909A00015710

*2661 Executive Center
Clifton Bldg. Circle
Tallahassee, FL*

32301

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

1611 HARDEN BOULEVARD
LAKELAND, FLORIDA 33803
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625 COURT STREET
P. O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:

Clearwater

May 14, 2009

Attn: Suzanne
Registration Section
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDEX

Re: 1212-1218 Court Street Partnership conversion to 1212 CSP, LLC

Dear Suzanne:

As requested, enclosed herewith please find our firm check in the amount of \$150.00 representing filing fees for the above-referenced matter.

If you have any questions, please do not hesitate to contact my office; absent any questions; please provide us with confirmation of said conversion.

Sincerely yours,


Harry S. Cline

HSC:koh
Enclosure

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
09 MAY 19 PM 3:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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:

1212-1218 COURT STREET PARTNERSHIP, a Florida general partnership

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Florida general partnership.

(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 May 5, 2003

(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**:

1212 CSP, LLC, A Florida limited liability company

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____

(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 27th day of March 20 09.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____
Printed Name: SUSAN M. BONNEVILLE Title: Managing Member

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

Signature: Guy M. Bonneville
Printed Name: GUY M. BONNEVILLE Title: General Partner

Signature: Susan M. Bonneville
Printed Name: SUSAN BONNEVILLE Title: General Partner

Signature: Sebastian Dörner
Printed Name: SEBASTIAN DORNER Title: General Partner

Signature: Elizabeth Dörner
Printed Name: ELIZABETH DORNER Title: General Partner

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

1212 CSP, LLC

The undersigned hereby certifies that it has formed a limited liability company under the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be 1212 CSP, LLC.

ARTICLE II

Address and Place of Business

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

1212-1218 Court Street
Clearwater, FL 33756

The mailing address for the limited liability company is:

Post Office Box 5419
Woodridge, IL 60517

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.

HARRY S. CLINE, ESQ.
Macfarlane Ferguson & McMullen
Post Office Box 1669
Clearwater, FL 33757
(727) 441-8966
Florida Bar # 0133526

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

General Powers

The limited liability company shall have the power to:

- (a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.
- (b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.
- (c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:
 - (i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or
 - (ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.
- (d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.
- (e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.
- (f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.
- (g) Elect or appoint managers and agents, define their duties, and fix their compensation.
- (h) Make and alter an Operating Agreement not inconsistent with these Articles of Organization or the laws of the State of Florida.

- (i) Make donations to the public welfare or for charitable, scientific or educational purposes.
- (j) Indemnify a Member or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.
- (k) Cease its activities and surrender this Certificate of Organization.
- (l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.
- (m) Transact any lawful business which the Members or the managers find to be in aid of governmental policy.
- (n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.
- (o) Be a promoter, incorporator, general partner, limited partner, Member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- (p) Have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE VI

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is: 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is HARRY S. CLINE, 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. Harry S. Cline is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VII

Initial Capital Contributions

The total amount of cash, and the description and agreed value of property other than cash initially contributed to the limited liability company is described on the attached Exhibit "A", which is

made a part hereof by this reference.

ARTICLE VIII

Additional Contributions

Additional contributions, if any, will be made by the Members as provided in the Operating Agreement adopted by the Members.

ARTICLE IX

Management

The management of the limited liability company shall be vested in one manager. The Manager shall have the powers granted to him in the Operating Agreement. The name and address of the Manager is: GUY M. BONNEVILLE, Post Office Box 5419, Woodridge, IL 60517.

ARTICLE X

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 the majority of the remaining Members interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

ARTICLE XI

Membership and Restrictions on Additional Members

The initial members, their capital contribution and percentage of ownership interests are set forth on Exhibit "A" attached hereto, which is incorporated herein by reference.

No new members shall be admitted to the limited liability company without the prior consent of a majority of the existing members interests. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in

the limited liability company may not be sold or otherwise transferred except in compliance with the Operating Agreement of the limited liability company. Additional restrictions and conditions on membership may be set forth in the Operating Agreement adopted by the members.

ARTICLE XII

Operating Agreement

The members of the limited liability company shall adopt an Operating Agreement 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 XIII

Acknowledgment

The undersigned, being the members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of 1212 CSP, LLC. These Articles of Organization may be amended from time to time by the members in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XIV

Voting

Each Member's vote shall be weighted in proportion to the Member's initial capital accounts plus any additional capital contributed by the members at the request of the limited liability company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27th day of March, 2009.

By: 

Harry S. Cline, Attorney and Authorized
Representative for the Member Manager

EXHIBIT "A"
ARTICLES OF ORGANIZATION
FOR
1212 CSP, LLC

Initial Contribution:

The initial contribution to the capital of **1212 CSP, LLC** by its members is as follows:

<u>Member</u>	<u>Cash or Property</u>	<u>Interest</u>
Susan Bonneville	\$ 500.00	50%
Sebastian Dorner	\$ 250.00	25%
Elizabeth Dorner	\$ <u>250.00</u>	25%
TOTAL	\$1,000.00	100%

**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:

1212 CSP, LLC


2. The name and address of the registered agent and office is:

Harry S. Cline, Esq.
Macfarlane Ferguson & McMullen
625 Court Street
Suite 200
Clearwater, Florida 33756

FILED
09 MAY 19 PM 3:41
TALLAHASSEE, FLORIDA

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 27th day of March, 2009.



Harry S. Cline