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09 MAY 29 PM 12:36

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PENCE INVESTMENTS II, 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:

ELIZABETH CHRISTIANSON

(Contact Person)

PENCE COMPANIES

(Firm/Company)

300 E. NEW HAVEN AVE

(Address)

MELBOURNE, FL 32901

(City, State and Zip Code)

For further information concerning this matter, please call:

ELIZABETH CHRISTIANSON

(Name of Contact Person)

at (321) 837-0350 EXT 19

(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

PENCE INVESTMENTS, INC., a Florida corporation, hereby submits this Certificate of Conversion pursuant to Section 608.439, *Florida Statutes*, to the Secretary of State of the State of Florida.

ARTICLE I NAME

The name of the entity to be converted pursuant hereto is PENCE INVESTMENTS, INC.

ARTICLE II DATE AND JURISDICTION OF ORGANIZATION

PENCE INVESTMENTS, INC. was first organized on August 18, 1964 under the laws of the State of Florida.

ARTICLE III FORM OF ENTITY

PENCE INVESTMENTS, INC. is a corporation subject to the laws of the State of Florida. The laws of the State of Florida governing PENCE INVESTMENTS, INC. permit this conversion.

ARTICLE IV CONVERSION

PENCE INVESTMENTS, INC. shall be converted into a Florida limited liability company organized under Chapter 608, *Florida Statutes*. The name of the limited liability company shall be PENCE INVESTMENTS II, LLC.

ARTICLE V ARTICLES OF ORGANIZATION

The Articles of Organization of PENCE INVESTMENTS II, LLC, a Florida limited liability company, have been submitted to the Florida Secretary of State contemporaneously with this Certificate of Conversion.

09 MAY 29 PM 12:36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

PENCE INVESTMENTS II, LLC

The undersigned desiring to form a limited liability company pursuant to Chapter 608, *Florida Statutes*, hereby states as follows.

ARTICLE I – NAME

The name of this limited liability company (the “Company”) is PENCE INVESTMENTS II, LLC.

ARTICLE II – PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Company is 3160 Dixie Hwy N.E., Palm Bay, FL 32905.

ARTICLE III – REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent for service of process in the state of this Company is Roy J. Pence, 300 E. New Haven Avenue, Melbourne, Florida 32901.

ARTICLE IV – MANAGER

The initial manager of the Company is Roy J. Pence.

IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization this _____ day of May 2009.



ROY J. PENCE, Trustee of the Herschel
Pence Non-Exempt QTIP Trust U/A
2/15/1984, member

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, *Florida Statutes*, the following is submitted in
Compliance with said Act:

FIRST, that PENCE INVESTMENTS II, LLC, desiring to organize under the
Laws of the State of Florida, with its principal office as indicated by the Articles of
Organization in the City of Palm Bay, County of Brevard, State of Florida, has
named ROY J. PENCE, 300 E. New Haven Avenue, Melbourne, FL 32901 as its
agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited
liability company at the place designated in this certificate, I am familiar with the
obligations of the registered agent under Chapter 608, *Florida Statutes*, and I hereby
accept to act in this capacity and agree to comply with the provisions of said Chapter
relative to keeping open said office.

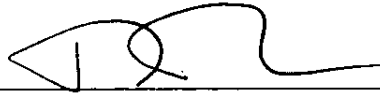
A handwritten signature in black ink, appearing to read 'Roy J. Pence', is written over a horizontal line.

Roy J. Pence

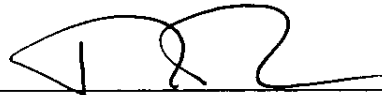
**ARTICLE VI
EFFECTIVE DATE**

This Certificate of Conversion shall be effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this _____ day of _____, 2009.



Roy J. Pence, Trustee of the Herschel Pence
Non-Exempt QTIP Trust U/A 2/15/1984,
a member of Pence Investments II, LLC



Roy J. Pence, President on behalf of Pence
Investments, Inc.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby states that he is familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, hereby accepts to act in that capacity and agrees to comply with the provisions of said Chapter relative to keeping open said office.



Roy J. Pence