

L090000062258

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

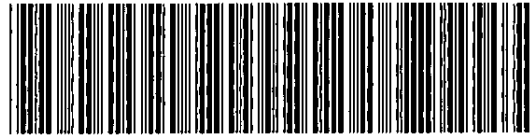
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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06/29/09--01001--012 **155.00

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DIVISION OF CORPORATIONS
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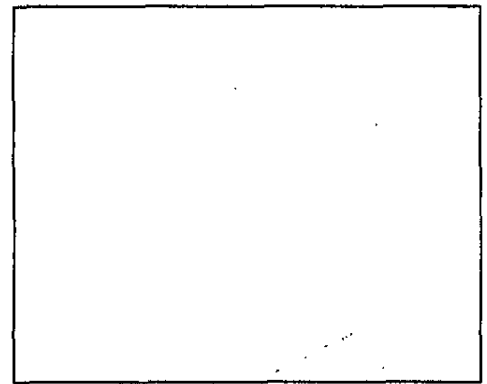
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TALLAHASSEE, FLORIDA

B. KOHR

JUN 29 2009

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



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WALK-IN

ENTITY NAME:

PC INVESTMENTS

CK# 3987

AMOUNT \$155.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☐ STAMPED COPY

☒ CERTIFICATE OF STATUS

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TALLAHASSEE, FLORIDA

Examiner's Initials

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Russakis, 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:

William J. Hyland, Esq.

(Contact Person)

Gunster, Yoakley & Stewart, P.A.

(Firm/Company)

777 South Flagler Drive, Suite 500 East

(Address)

West Palm Beach, FL 33401

(City, State and Zip Code)

For further information concerning this matter, please call:

Mary E. Cramer-Scharlatt

(Name of Contact Person)

at (561) 650-0728

(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

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TALLAHASSEE, FLORIDA

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

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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:
Russakis, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(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 September 15, 1997
(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:

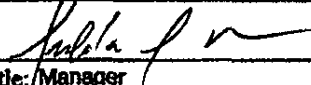
Russakis, LLC

(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 25 day of June 2009

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: Nicholas J. Russakis Title: Manager

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

Signature: 
Printed Name: Jim G. Russakis Title: Director, President

Signature: 
Printed Name: Nicholas J. Russakis Title: Director, Secretary & Treasurer

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)

PLAN OF CONVERSION

The following plan of conversion is submitted in compliance with Section 607.1112 of the Florida Business Corporation Act (the "Act"):

1. The name, form and jurisdiction of the organization before conversion is:

**Russakis, Inc.,
a Florida corporation
Doc. No. P97000079600**

2. The name, form and jurisdiction of the organization after conversion is:

**Russakis, LLC,
a Florida limited liability company**

3. Upon the conversion becoming effective, **Russakis, LLC**, shall be governed by the terms and provisions of the Florida Limited Liability Company Act.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration money, interests in the converted organization, and other consideration are as follows:

Russakis, Inc., a Florida corporation (the "Corporation"), has three (3) shareholders, **Nicolas J. Russakis**, owning Fifty percent (50%) of the Corporation's issued and outstanding stock, **Garret James Russakis** and **Jim G. Russakis** each owning Twenty-Five percent (25%) of the Corporation's issued and outstanding stock respectively, and collectively referred to hereinafter as the "Shareholders."

Upon the conversion becoming effective, all of the Corporation's issued and outstanding shares shall be converted into proportionate percentages of membership interests in **Russakis, LLC** (the "Members").

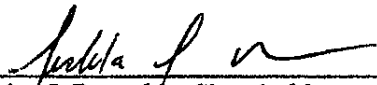
5. A copy of the Articles of Organization for **Russakis, LLC** as shall be filed with the Florida Department of State are attached hereto as Exhibit A. The Articles of Organization, the Certificate of Conversion and the Plan of Conversion were approved and adopted by the Shareholders and the Board of Directors by unanimous written consent on June _____, 2009.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the shareholders of the corporation to be converted.
7. The signatures of the shareholders of the corporation to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of their authority to execute and deliver

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such instruments or documents.

IN WITNESS WHEREOF, this Plan of Conversion is effective this 26th day of June, 2009.

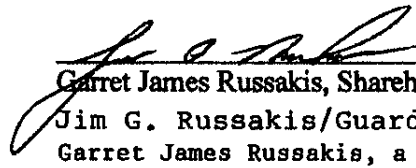
REQUIRED SIGNATURES:



Nicholas J. Russakis, Shareholder



Jim G. Russakis, Shareholder



Garret James Russakis, Shareholder
Jim G. Russakis/Guardian for
Garret James Russakis, a Minor Child

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Russakis, 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:

8801 Indrio Road
Fort Pierce, FL 34951

Mailing Address:

8801 Indrio Road
Fort Pierce, FL 34951

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:

Jim G. Russakis
Name
8801 Indrio Road
Florida street address (P.O. Box NOT acceptable)
Fort Pierce FL 34951
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

Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Nicholas J. Russakis

8801 Indira Road

Fort Pierce, FL 34951

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: N/A

(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Nicholas J. Russakis

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)