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EXAMINER

**TODD WATSON**  
**ATTORNEY AT LAW, P.A.**

SUITE 721  
12276 SAN JOSE BLVD.  
JACKSONVILLE, FLORIDA 32223

TELEPHONE (904) 739-9747  
FACSIMILE (904) 739-9748  
[mail@toddwatsonlaw.com](mailto:mail@toddwatsonlaw.com)

September 3, 2009

Department of State  
Division of Corporation  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Conversion of First Coast Pallets from a Corporation to an LLC

Dear Sir/Madam:

Enclosed is the following for filing:

1. Certificate of Conversion for First Coast Pallet, Inc. into First Coast Pallet, LLC;
3. Articles of Organization for First Coast Pallet, LLC;
4. Our firm check for \$150.00; and
5. A self-addressed, stamped envelope for confirmation to be returned to us.

Should you have any questions concerning this matter, please call me.

Sincerely,



Michelle Slocum  
Legal Assistant

/kms

Enclosures

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

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:

FIRST COAST PALLET, INC. +

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION.

(Enter entity type. Example: corporation, limited partnership,  
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 APRIL 2, 1992.

(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:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

FIRST COAST PALLET, LLC +

(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.)

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**Certificate of Conversion  
for  
First Coast Pallet, Inc., a Florida Profit Corporation  
into  
First Coast Pallet, LLC, a Florida Limited Liability Company**

This Certificate of Conversion and attached Articles of Organization are submitted to convert First Coast Pallet, Inc., a Florida Profit Corporation, into First Coast Pallet, LLC, a Florida limited liability company, in accordance with §608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

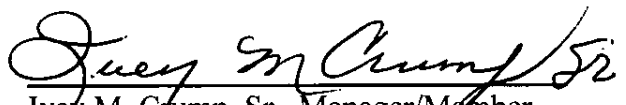
First Coast Pallet, Inc.

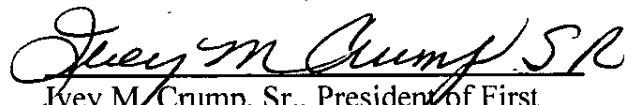
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the state of Florida.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

First Coast Pallet, LLC

4. Each Shareholder owning shares of stock in First Coast Pallet, Inc. will receive an equal number of interests as a Member in First Coast Pallet, LLC.

Signed this 29 day of June, 2009.

  
Ivey M. Crump, Sr., Manager/Member  
of First Coast Pallet, LLC

  
Ivey M. Crump, Sr., President of First  
Coast Pallet, Inc.

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## ARTICLES OF ORGANIZATION

OF

### FIRST COAST PALLET, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, does hereby adopt the following Articles of Organization.

#### ARTICLE 1.0

The name of the Limited Liability Company shall be "First Coast Pallet, LLC."

#### ARTICLE 2.0

The duration of the Limited Liability Company is perpetual.

#### ARTICLE 3.0

The primary purpose for which the Limited Liability Company is organized is to sell and repair pallets and the engagement in any legal business or investment activity as the Managers may from time to time determine.

#### ARTICLE 4.0

The location of the principal office of the Limited Liability Company shall be 1894 South 14<sup>th</sup> Street, Suite 2, Fernandina Beach, FL 32034 and the mailing address of the Limited Liability Company shall be P. O. Box 1647, Yulee, FL 32041.

#### ARTICLE 5.0

The admission of new Members or transfer of any Interests in the Company shall be subject to the unanimous approval of the existing Members and Managers of the Limited Liability Company.

#### ARTICLE 6.0

The Limited Liability Company shall be managed by one or more Managers who may or may not be a Member of the Company and the names and addresses of the initial Managers are as follows:

Ivey M. Crump, Sr.

85125 Radio Avenue  
Yulee, FL 32097

Kevin T. Crump

75150 Harvester Street  
Yulee, FL 32097

### **ARTICLE 7.0 COMPANY OR INTERESTS**

The Company is authorized to issue One Hundred Thousand (100,000) Interests. Such Interests shall be of a single class and have no par value \$.00/100 per Interest.

### **ARTICLE 8.0**

A Member may withdraw its interest in the Company and receive a Distribution of its interest in the Company only upon the affirmative vote of the Managers of the Company, each Manager possessing one (1) vote. Furthermore, a Member's interest in the Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended, unless the termination is approved by the affirmative unanimous vote of the Members and the Managers of the Company, as provided in this Article.

### **ARTICLE 9.0**

Except for distributions made for federal income tax purposes, the Company may make distributions to its Members only upon the vote or consent of the Managers.

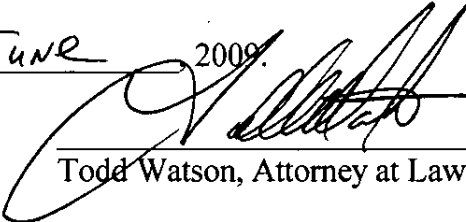
### **ARTICLE 10.0**

Unless expressly prohibited by Florida law, the Company shall indemnify and hold harmless any Member or Manager from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Company or assets owned by the Company.

### **EXECUTION**

Todd Watson, Attorney at Law, as the authorized representative of the Company, declares under penalties of perjury that the facts stated herein are true and correct.

Dated this 30<sup>th</sup> day of JUNE, 2009.

  
Todd Watson, Attorney at Law

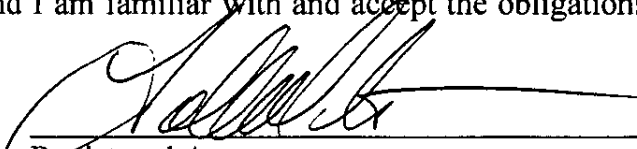
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is First Coast Pallet, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 12276 San Jose Boulevard, Suite 721, Jacksonville, Florida, 32223.

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.

  
\_\_\_\_\_  
Registered Agent

Dated: This 30<sup>th</sup> day of JUNE, 2009.

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