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D. BRUCE

SEP 25 2009

EXAMINER

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
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September 22, 2009

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Johnny's Lawn Care, Inc.
Conversion to Johnny's Lawn Care, LLC
Check in the amount of \$150

Dear Ladies and Gentlemen:

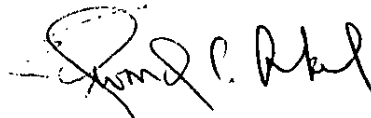
Enclosed are Certificate, Articles of Organization and fees submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 608.439 of the Florida Statutes.

Enclosed is a check for the amount of \$150 for filing fees of \$25 for Conversion and \$125 for Articles of Organization.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned.

Please advise us if you require anything further. Thank you for your assistance and cooperation.

Sincerely yours,



EDWARD C. AKEL

ECA/gp
Enclosures

cc: Mr. John W. Day (by email)
Mark R. Patrick, C.P.A. (by email)

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
OF

JOHNNY'S LAWN CARE, INC.
("Other Business Entity")

INTO

JOHNNY'S LAWN CARE, LLC
(a Florida Limited Liability Company)

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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 JOHNNY'S LAWN CARE, INC. P93000005883

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of FLORIDA on January 26, 1993.

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: Not Applicable.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization JOHNNY'S LAWN CARE, LLC.

5. The effective date of this Certificate of Conversion is on filing.

SIGNED this 19 day of September, 2009.

JOHNNY'S LAWN CARE, INC.

By: [Signature]
John W. Day, President

JOHNNY'S LAWN CARE, LLC

By: [Signature]
John W. Day, Manager

ARTICLES OF ORGANIZATION

OF

JOHNNY'S LAWN CARE, LLC

The undersigned, intending to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, hereby files these Articles of Organization and states:

ARTICLE I
NAME AND ADDRESS

The name of the Limited Liability Company is JOHNNY'S LAWN CARE, LLC. The principal office address and mailing address is JOHN W. DAY, 125 Cumberland Park Drive, St. Augustine, Florida 32095.

ARTICLE II
REGISTERED AGENT AND OFFICE

The name and street address of the Limited Liability Company's initial registered agent and office are JOHN W. DAY, 125 Cumberland Park Drive, St. Augustine, Florida 32095.

ARTICLE III
MANAGEMENT; MANAGER

The Limited Liability Company is to be a member-managed company. The name and address of the member who shall serve as managing member until a successor is elected and duly qualified are JOHN W. DAY, 125 Cumberland Park Drive, St. Augustine, Florida 32095.

ARTICLE IV
PURPOSE OF COMPANY

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

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TALLAHASSEE, FLORIDA

ARTICLE V
EFFECTIVE DATE AND DURATION

The Company shall be effective on filing and shall have perpetual duration.

SIGNED by the undersigned as a member this 19 day of September, 2009.

JOHN W. DAY

ACKNOWLEDGEMENT AND ACCEPTANCE
OF REGISTERED AGENT OF
JOHNNY'S LAWN CARE, LLC

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TALLAHASSEE, FLORIDA

Having been named to accept service of process as registered agent for the above stated limited liability company, at the place designated in the Articles of Organization of the limited liability company to which this is attached, I hereby accept the appointment as registered agent and I agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open the registered office at the address below.

JOHN W. DAY
125 Cumberland Park Drive
St. Augustine, Florida 32095