

L09000101068

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

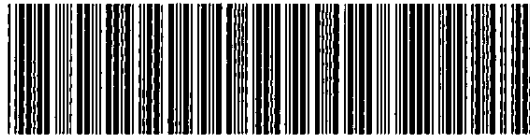
Special Instructions to Filing Officer:

W09-34302
m97-3

A. LUNT
Office Use Only

OCT 20 2009

EXAMINER



300158672593

07/27/09--01050--021 **155.00

FILED
2009 OCT 19 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN S. BALL*
ROBERT A. DAWKINS*
MICHAEL W. FISHER**
BEVERLY H. FURTICK*
JOHN E. LAWLOR, III*
MICHAEL R. LEAS*

ROBERT N. MILLER*
KRISTA WALDRON RAY
ALLISON L. RINGLER
MARY A. ROBISON°
CARRIE O. SAUNDERS
CLAY B. TOUSEY, JR.†

CLAY B. TOUSEY III
W. HAMILTON TRAYLOR*
SHANNON P. VALENTINE



PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

FISHER, TOUSEY, LEAS & BALL
ATTORNEYS AT LAW

July 23, 2009

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate of Conversion

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion (the "**Certificate**") for The Smith Family Company, L.L.C. (the "**LLC**") converting the LLC from a Virginia limited liability company to a Florida limited liability company, along with Articles of Organization for the LLC. Also enclosed is a check made payable to the Florida Department of State in the amount of **\$155.00** for the required filing fees. Please send me the requested certificate of status once the Certificate has been filed to my attention: Stefan R. Shubert, Paralegal, Fisher, Tousey, Leas & Ball, P.A., 501 Riverside Avenue, Suite 600, Jacksonville, Florida 32202.

Please contact me at (904) 356-2600, with any questions you may have.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. Shubert', written over a horizontal line.

Stefan R. Shubert
Paralegal

Enclosures

srs/222400



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 28, 2009

FISHER, TOUSEY, LEAS & BALL
ATTN: STEFAN R. SHUBERT
501 RIVERSIDE AVE. SUITE 600
JACKSONVILLE, FL 32202

SUBJECT: THE SMITH FAMILY COMPANY, L.L.C.
Ref. Number: W09000034302

We have received your document for THE SMITH FAMILY COMPANY, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 609A00025830

JOHN S. BALL*	ROBERT N. MILLER*	CLAY B. TOUSEY III
ROBERT A. DAWKINS*	KRISTA WALDRON RAY	W. HAMILTON TRAYLOR*
MICHAEL W. FISHER**	ALLISON L. RINGLER	SHANNON P. VALENTINE
BEVERLY H. FURTICK*	MARY A. ROBISON*	
JOHN E. LAWLOR, III*	CARRIE O. SAUNDERS	
MICHAEL R. LEAS*	CLAY B. TOUSEY, JR.*	



PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

July 31, 2009 **FISHER, TOUSEY, LEAS & BALL**
ATTORNEYS AT LAW

Agnes Lunt
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Smith Family Company, L.L.C.; Ref: W09000034302

Dear Ms. Lunt:

We represent The Smith Family Company, L.L.C., a Virginia limited liability company (the "Company"), which has been qualified with the Secretary of State of Florida to do business in Florida since 1996.

In conjunction with domesticating the Company in the State of Florida, we filed domestication documents to convert the Company from its existing status as a Virginia limited liability company (qualified in Florida) to a Florida limited liability company of the same name. We received the attached rejection letter informing us that the name is not distinguishable from the name of Smith Family, L.L.C, an existing Florida entity formed in 2004.

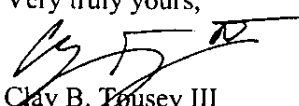
Although I appreciate the Department's position, I believe that the Company's name is sufficiently different from Smith Family, L.L.C to permit us to operate without substantial confusion, as provided in the statute. The Company can certainly report that it is not aware of any confusion that has occurred in the State of Florida during the five years since Smith Family, L.L.C was formed despite the existing qualification of the Company to do business in Florida at such time.

Moreover, the name is uniquely important to the Company since we are domesticating an existing (and already qualified) entity. The Company holds significant assets under its current name, including real property in the State of Florida, which is what necessitated the filing for qualification as a foreign entity in 1996. Maintenance of the same name will further assist the Company for record-keeping and accounting purposes.

Consequently, I request that you file the instruments reflecting the continued use of name The Smith Family Company, L.L.C. by the Company. Attached are the original documents, which we sent to your office for processing on July 23, 2009. Assuming you can accept the domestication documents, I would appreciate the certificate of status and confirmation letter.

Thank you for your assistance. If you have any questions, please contact me.

Very truly yours,


Clay B. Tousey III
Enclosures
CBT3/srs/222988

*Thanks
very much!*

*Mr. Tousey will
refile under
" + Company " - let
8/27*

JOHN S. BALL*
ROBERT A. DAWKINS*
MICHAEL W. FISHER**
BEVERLY H. FURTICK*
JOHN E. LAWLOR, III*
MICHAEL R. LEAS*

ROBERT N. MILLER*
KRISTA WALDRON RAY
ALLISON L. RINGLER
MARY A. ROBISON°
CARRIE O. SAUNDERS
CLAY B. TOUSEY, JR.*

CLAY B. TOUSEY III
W. HAMILTON TRAYLOR*
SHANNON P. VALENTINE



PLEASE REPLY TO: JACKSONVILLE OFFICE
www.fishertousey.com

FISHER, TOUSEY, LEAS & BALL
ATTORNEYS AT LAW

October 6, 2009

Certified Mail
Return Receipt Requested

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Certificate of Conversion: The Smith Family and Company, L.L.C.

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion for The Smith Family Company, L.L.C., a Virginia limited liability company, converting to The Smith Family and Company, L.L.C., a Florida limited liability company. Also enclosed are the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office.

I have included our firm's check made payable to the Florida Department of State in the amount of **\$150.00** for the required filing fee. Please send me confirmation once the Certificate has been filed.

Please contact me, at (904) 356-2600, with any questions you may have. Thank you for your assistance in this regard.

Sincerely,

Mary S. Weber
Florida Registered Paralegal

Enclosures

msw/227166

CERTIFICATE OF CONVERSION

FILED

2009 OCT 19 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.439, Florida Statutes, THE SMITH FAMILY COMPANY, L.L.C., a Virginia limited liability company (the "*Virginia Company*"), hereby submits the attached Articles of Organization for THE SMITH FAMILY AND COMPANY, L.L.C., a Florida limited liability company (the "*Company*"), and this Certificate of Conversion to convert the Virginia Company into a Florida limited liability company.

FIRST: The name of the limited liability company immediately prior to filing this Certificate of Conversion was The Smith Family Company, L.L.C.

SECOND: The date on which and the jurisdiction in which the limited liability company was first created or otherwise came into being are:

A. Date: November 21, 1996

B. Jurisdiction: Virginia

Immediately prior to filing this Certificate of Conversion, the Virginia Company was a Virginia limited liability company.

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is The Smith Family and Company, L.L.C.

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

THE SMITH FAMILY COMPANY, L.L.C.,
a Virginia limited liability company

By: 

Philip Don Smith, Sr., Manager

THE SMITH FAMILY AND COMPANY, L.L.C.,
a Florida limited liability company

By: 

Mary Spencer Smith, Manager

FROM : SMITH

PHONE NO. : 703 660 9088

Sep. 14 2009 09:41AM P5

ARTICLES OF ORGANIZATION

of

THE SMITH FAMILY AND COMPANY, L.L.C.

2009 OCT 19 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I

NAME AND ADDRESS

The name of the limited liability company shall be The Smith Family and Company, L.L.C. (the "*Company*"). The mailing and street address of the principal office of the Company in Florida shall be 2942 Fernandina Road, Fernandina Beach, Florida 32034.

ARTICLE II

PURPOSES AND POWERS

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are: Phillip Don Smith, Jr., 2942 Fernandina Road, Fernandina Beach, Florida 32034.

ARTICLE IV

ADMISSION OF MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

ARTICLE V**TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

ARTICLE VI**MANAGER**

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The names and addresses of the initial managers shall be:

Phillip Don Smith, Sr.
7128 Devonshire Road
Alexandria, Virginia 22307

Mary Spencer Smith
7128 Devonshire Road
Alexandria, Virginia 22307

ARTICLE VII**DURATION AND COMMENCEMENT**

The Company shall exist perpetually. The Company's existence as a Florida limited liability company shall commence on Sept. 29, 2009.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 14th day of September, 2009.

Mary Spencer Smith
Mary Spencer Smith

FILED
2009 OCT 19 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

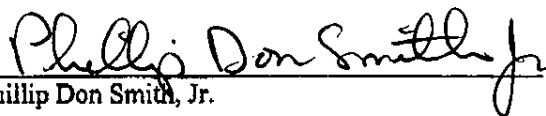
Pursuant to the provisions of the Florida Statutes, The Smith Family and Company, L.L.C., a Florida limited liability company (the "*Company*"), submits the following statement designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is: The Smith Family and Company, L.L.C.
2. The name and address of the registered agent and office are: Phillip Don Smith, Jr., 2942 Fernandina Road, Fernandina Beach, Florida 32034.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the 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 the Florida Limited Liability Company Act.

DATED: This 14th day of September, 2009.



Phillip Don Smith, Jr.

FILED
2009 OCT 19 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA