

LD9000113291

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ : Certificates of Status _____

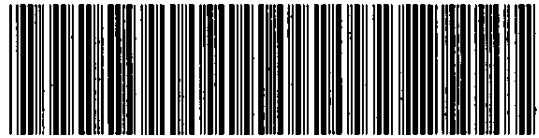
Special Instructions to Filing Officer:

L. SELLERS

NOV 25 2009

EXAMINER

Office Use Only



700162652027

11/24/09--01033--017 **155.00

FILED
09 NOV 24 AM 8:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Royall Wall Systems, 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:

Tara Miller
(Contact Person)

Duane Morris LLP
(Firm/Company)

2700 N. MILITARY TRAIL, STE 300
(Address)

Boca Raton, FL 33431
(City, State and Zip Code)

For further information concerning this matter, please call:

Chuck Shields, Esq. at (561) 962-2100
(Name of Contact Person) (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 AND PLAN OF CONVERSION
FOR
ROYALL WALL SYSTEMS, INC.
INTO
ROYALL WALL SYSTEMS, LLC**

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **ROYALL WALL SYSTEMS, INC.**, a Florida corporation (the "Corporation"), into **ROYALL WALL SYSTEMS, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. **ROYALL WALL SYSTEMS, INC.**, a Florida corporation, was formed on April 29, 1991.
2. The name of the Florida limited liability company is **ROYALL WALL SYSTEMS, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned have executed this Certificate and Plan of Conversion as of the 24th day of November, 2009.

ROYALL WALL SYSTEMS, INC.

By: 

WALLACE D. SANGER, President

ROYALL WALL SYSTEMS, LLC

By: 

WALLACE D. SANGER, President

09 NOV 24 AM 8:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

EXHIBIT A

ARTICLES OF ORGANIZATION
OF
ROYALL WALL SYSTEMS, LLC
(a Florida limited liability company)

**ARTICLES OF ORGANIZATION
OF
ROYALL WALL SYSTEMS, LLC
(a Florida limited liability company)**

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **ROYALL WALL SYSTEMS, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is:

7240 7th Place North
West Palm Beach, FL 33411

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

KENNETH A. TREADWELL
7240 7th Place North
West Palm Beach, FL 33411

The undersigned Member has executed these Articles of Organization as of this 12th day of November, 2009.

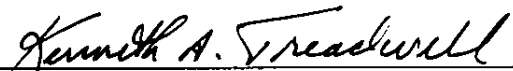


WALACE D. SANGER, Member

FILED
09 NOV 24 AM 8:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **ROYALL WALL SYSTEMS, LLC** at the place designated in Article III of the Articles of Organization, **KENNETH A. TREADWELL** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. **KENNETH A. TREADWELL** is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.


KENNETH A. TREADWELL
Date: November 12, 2009