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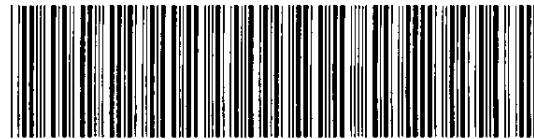
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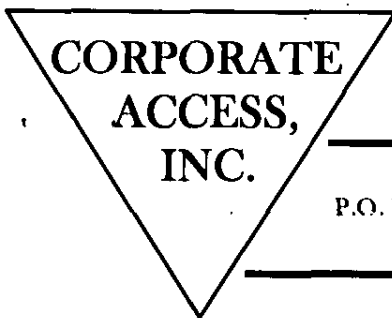
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Conversion

EFFECTIVE DATE 1/1/2010

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1.

LARMAC Development, LLC
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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EFFECTIVE DATE 1/1/2010

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**CERTIFICATE
OF
CONVERSION
OF
LARMAC DEVELOPMENT CORP.,
A FLORIDA CORPORATION
INTO
LARMAC DEVELOPMENT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

995000017434

Pursuant to the provisions of Chapter 607, as amended, and Chapter 608, as amended, Florida Statutes, the undersigned corporation hereby submits the attached Articles of Organization and hereby adopts the following Certificate of Conversion:

WHEREAS, pursuant to Section 607.1112 and Section 608.439, Florida Statutes, this Certificate and the attached Articles of Organization represent the conversion of, and is deemed to convert, LARMAC Development Corp., a Florida corporation, into LARMAC Development, LLC, a Florida limited liability company; and

NOW THEREFORE, LARMAC Development Corp. hereby approves, adopts and presents the following:

1. **Recitals.** The above recitals are true and correct and incorporated herein by this reference.

2. **Other Business Entity.** The "Other Business Entity" (as defined in Section 608.439, Florida Statutes) is LARMAC Development Corp.; said LARMAC Development Corp. is a Florida corporation, and is hereinafter referred to as the "Corporation".

3. **Articles.** The Articles of Incorporation of LARMAC Development Corp. were filed on March 2, 1995, and said Corporation was assigned Document Number ^P_^95000017434 by the Florida Secretary of State.

4. **Accuracy.** Immediately prior to the filing of this Certificate of Conversion, the name of this Corporation and the facts stated above were then, and now remain, true and correct.

5. **LLC Name.** The name of the Florida limited liability company that is the result of this conversion is LARMAC Development, LLC.

6. **Articles.** The Articles of Organization of LARMAC Development, LLC are attached to this Certificate of Conversion,

and are to be filed simultaneously with this Certificate of Conversion.

7. Effective Date. The "Effective Date" of this Certificate of Conversion and the "Effective Date" of the attached Articles of Organization shall be **January 1, 2010.**

8. Plan. This conversion is made and entered into pursuant to that certain "Plan and Agreement of Conversion" approved and adopted by the Corporation on December 1, 2009.

9. Approval.

A. The Conversion of the Corporation into a Florida limited liability company was approved by a unanimous vote of the Shareholders of the Corporation, on December 1, 2009, and was approved by a unanimous vote of the Directors of the Corporation, on December 1, 2009.

B. This Conversion was approved by a unanimous vote of the Members, and a unanimous vote of the LLC Managers, of the limited liability company, on December 1, 2009.

IN WITNESS WHEREOF, the undersigned, being all of the Officers and being all of the Directors of LARMAC Development Corp., have executed this Certificate of Conversion, on this 1st day of December, 2009.

BY: Lawrence D. Nichols
Lawrence D. Nichols, President
and Treasurer

David A. King
Witness as to all
DAVID A. KING
Print

ATTEST: A.E. McWilliams
A.E. "Mac" McWilliams,
Vice President and
Secretary

Lindsey L. Dallas
Witness as to all
Lindsey L. Dallas
Print

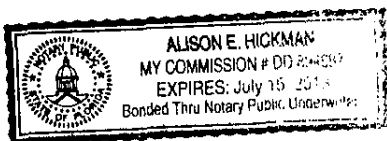
BY: Lawrence N. Nichols
Lawrence N. Nichols, Director

BY: A.E. McWilliams
A.E. "Mac" McWilliams, Director

STATE of FLORIDA
COUNTY of CLAY

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Lawrence D. Nichols, as President, Treasurer and Director of LARMAC Development Corp., and A.E. "Mac" McWilliams, as Vice President, Secretary and Director of LARMAC Development Corp., personally known to me to be the persons who executed the foregoing instrument and who acknowledged before me that they executed same, on this 1st day of December, 2009.

Alison E. Hickman
Print Name Alison E. Hickman
Notary Public



IN WITNESS WHEREOF, the undersigned, being all of the Members and all of the LLC Managers of LARMAC Development, LLC, have executed this Certificate of Conversion, on this 1st day of December, 2009.

BY: Lawrence D. Nichols
Lawrence D. Nichols,
LLC Manager

David A. King
Witness as to all
DAVID A. KING
Print

BY: A.E. "Mac" McWilliams
A.E. "Mac" McWilliams,
LLC Manager

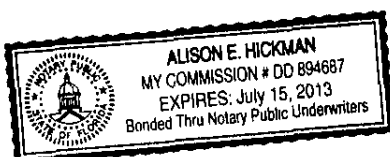
Lindsey L. Dallas
Witness as to all
Lindsey L. Dallas
Print

BY: Lawrence N. Nichols
Lawrence N. Nichols, Trustee,
Member

BY: A.E. "Mac" McWilliams
A.E. "Mac" McWilliams, Trustee,
Member

STATE of FLORIDA
COUNTY of CLAY

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Lawrence D. Nichols, as Trustee and Member of LARMAC Development, LLC, and A.E. "Mac" McWilliams, as Trustee and Member of LARMAC Development, LLC, personally known to me to be the persons who executed the foregoing instrument and who acknowledged before me that they executed same, on this 1st day of December, 2009.



Alison E. Hickman
Print Name Alison E. Hickman
Notary Public

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LARMACART11d

EFFECTIVE DATE 1/1/2010

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ARTICLES OF ORGANIZATION

OF

**LARMAC DEVELOPMENT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Chapter 608, Florida Statutes, as amended, and the attached Certificate of Conversion, the following are hereby adopted and filed as the Articles of Organization of this Florida limited liability company:

ARTICLE I - NAME

The name of this Company shall be:
LARMAC Development, LLC

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Company is:

752 Blanding Boulevard
Suite 110
Orange Park, Florida 32065

The initial mailing address of the Company is:

P.O. Box 1381
Orange Park, Florida 32067

ARTICLE III - DURATION

Pursuant to the attached Certificate of Conversion, the Company is to commence its existence on **January 1, 2010**. This Company shall exist perpetually.

ARTICLE IV - PURPOSE

This Company is organized for the following purposes:

(a) The development of residential real estate subdivisions and the development of commercial real estate; and

(b) The transaction of any and all other lawful business for which limited liability companies may be organized, including but not limited to those powers enumerated in Florida Statutes §608.404, et sequitur, as amended, and the doing of all lawful things related thereto.

ARTICLE V - MANAGEMENT

This Company will be a Manager-managed Company and will be managed by two (2) LLC Managers initially. The number of LLC Managers may be increased or decreased by the Members from time to time, but shall never be less than one (1). Any and all powers and duties conferred or imposed upon the LLC Manager(s), in addition to those contained in Chapter 608, Florida Statutes, as amended, shall be pursuant to the provisions of the Operating Agreement of the Company or pursuant to a duly adopted resolution of the Members. The names and addresses of the initial LLC Managers are:

Lawrence D. Nichols
P.O. Box 1381
Orange Park, Florida 32067

A.E. "Mac" McWilliams
P.O. Box 1381
Orange Park, Florida 32067

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Company is:

Lawrence D. Nichols
752 Blanding Boulevard
Suite 110
Orange Park, Florida 32065

ARTICLE VII - RESTRAINT ON TRANSFER

The Members may, by agreement, impose any reasonable restraint on the sale, conveyance, gifting, transfer, encumbrance or alienation of Membership Interests.

ARTICLE VIII - AMENDMENT

The Members reserve the right to alter, amend or repeal any provisions contained in these Articles of Organization, or to adopt new provisions, and the method for same shall be contained in the Operating Agreement of the Company.

ARTICLE IX - CONVERSION

Pursuant to Section 608.439, et sequitur, as amended, Florida Statutes, these Articles of Organization and the attached Certificate of Conversion, represent the conversion of, and are deemed to convert, LARMAC Development Corp., a Florida corporation, Document Number 95000017434, into LARMAC Development, LLC, a Florida limited liability company.

ARTICLE X - AUTHORIZED REPRESENTATIVE

The names and addresses of the persons, being all of the Members and all of the LLC Managers, who are signing these Articles of Organization are:

Lawrence D. Nichols
P.O. Box 1381
Orange Park, Florida 32067

A.E. "Mac" McWilliams
P.O. Box 1381
Orange Park, Florida 32067

IN WITNESS WHEREOF, the undersigned, being all of the Members and all of the LLC Managers hereof, have executed these Articles or Organization, on this 1st day of December, 2009.

BY: Lawrence D. Nichols
Lawrence D. Nichols, Trustee,
Member

BY: A.E. McWilliams
A.E. "Mac" McWilliams, Trustee,
Member

BY: Lawrence D. Nichols
Lawrence D. Nichols,
LLC Manager

BY: A.E. McWilliams
A.E. "Mac" McWilliams,
LLC Manager

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
FOR LIMITED LIABILITY COMPANY**

Pursuant to Section 608.415, Florida Statutes, the
following is submitted:

LARMAC Development, LLC

desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles of
Organization, has named as its Registered Agent to accept
service of process within this State:

Lawrence D. Nichols
752 Blanding Boulevard
Suite 110
Orange Park, Florida 32065

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of
process for the above stated limited liability company, at the
place designated in this Certificate, I hereby acknowledge that
I am familiar with said laws of the State of Florida, and I
hereby agree to act in this capacity, and I agree to comply with
the provisions of said laws.


Lawrence D. Nichols