

L10 000034062

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

MAR 30 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2010

VICTORIA WHITEHURST
937 SADDLEWOOD BLVD
LAKELAND, FL 33809

SUBJECT: M & S PROPERTIES FLORIDA DIVISION, L.L.C.
Ref. Number: W10000013154

We have received your document for M & S PROPERTIES FLORIDA DIVISION, L.L.C. and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law does not allow a sole proprietorship to file a conversion. A sole proprietorship is a business owned and operated by one individual. As a sole proprietor, the one individual owner is responsible for making all of the business decisions and all of the debts of the business are considered to be the debts of the one individual owner, as well. The sole proprietorship may or may not conduct business under the one individual owner's legal name. Because the business and the individual are considered as one organization and need each other to co-exist from a legal perspective, a sole proprietorship is not considered a business entity and cannot, therefore, file a conversion under Florida law.

If your sole proprietorship is actually owned and operated by two or more individuals and those individuals serve in the capacity of a partner, your business may not be a sole proprietorship. Your business may meet the definition of a partnership in accordance with Chapter 620, Florida Statutes. Chapter 620, Florida Statutes, allows a partnership to file a conversion. However, the partnership must first file a statement of registration in accordance with section 620.8105, Florida Statutes.

We are enclosing a statement of registration should your business entity meet the criteria of a partnership and you wish to proceed with the conversion. Please note the fee to register a partnership is \$50. To proceed with the conversion, please correct your conversion documents to reflect your current business entity is a partnership and resubmit the conversion documents along with the enclosed registration statement and an additional fee of \$50.

This office strongly suggests that you seek legal advice concerning this matter.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

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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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 110A00006482

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: M & S PROPERTIES FLORIDA DIVISION, L.L.C.
(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:

VICTORIA WHITEHURST

(Contact Person)

M & S PROPERTIES FLORIDA DIVISION, L.L.C.

(Firm/Company)

937 SADDLEWOOD BLVD

(Address)

LAKELAND, FL 33809

(City, State and Zip Code)

www.vwhitehurst@dishmail.net

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

VICTORIA WHITEHURST at (863) 816-2746

(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

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

M & S PROPERTIES FLORIDA DIVISION, L.L.C.

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

937 SADDLEWOOD BLVD
LAKELAND, FL 33809

Mailing Address:

937 SADDLEWOOD BLVD
LAKELAND, FL 33809

ARTICLE III - Registered Agent, Registered Office, & Registered Agent

Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

VICTORIA WHITEHURST

Name

937 SADDLEWOOD BLVD

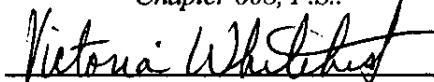
Florida street address (P.O. Box **NOT** acceptable)

LAKELAND,

FL 33809

City, State, and Zip

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 as provided for in Chapter 608, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

DONNA M OSTEEN

937 SADDLEWOOD BLVD

LAKELAND, FL 33809

MGRM

VICTORIA WHITEHURST

937 SADDLEWOOD BLVD

LAKELAND, FL 33809

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: MARCH 10TH, 2010

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:

Victoria Whitehurst

Signature of a member or an authorized representative of a member

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

VICTORIA WHITEHURST

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA