

L10000039579

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

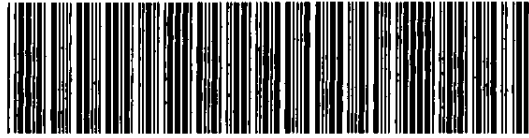
Special Instructions to Filing Officer:

**L. SELLERS**

APR 13 2010

**EXAMINER**

Office Use Only



500175116635

04/12/10--01066--006 \*\*180.00

**FILED**  
10 APR 12 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*John C. Gesch, P. A.*  
*Attorney at Law*

JOHN C. GESCH

2365 SOUTH CONGRESS AVENUE  
WEST PALM BEACH, FLORIDA 33406-7651  
TEL. (561) 964-7400  
FAX (561) 964-7504

April 5, 2010

Secretary of State  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: DIVINE, BLALOCK, MARTIN & SELLARI, LLC

Dear Sir/Madam:

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:

John C. Gesch, Esquire  
John C. Gesch, P.A.  
2365 South Congress Avenue  
West Palm Beach, FL 33406-7651

For further information concerning this matter, please call:

John C. Gesch, Esquire  
(561) 964-7400.

Enclosed herein is a check for the following amount:

\$180.00 Filing Fees and Certified Copy.

Sincerely,

JOHN C. GESCH, P.A.

  
John C. Gesch

JCG:lag  
Enclosures

**CERTIFICATE OF CONVERSION**  
**FOR**  
**"OTHER BUSINESS ENTITY"**  
**INTO**  
**FLORIDA LIMITED LIABILITY COMPANY**

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.608.549, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: DIVINE, BLALOCK, MARTIN & SELLARI, PROFESSIONAL ASSOCIATION.

2. The "Other Business Entity" is a professional association incorporated under the laws of the State of Florida on January 15, 1974.

3. The jurisdiction of the "Other Business Entity" has not been changed.

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization** is: **DIVINE BLALOCK, MARTIN & SELLARI, LLC.**

5. The effective date shall be on the date of filing.


6/ The foregoing Certificate of Conversion was adopted by resolution of all of the shareholders and directors of the "Other Business Entity".

Signed this 31<sup>st</sup> day of March, 2010.

Signature(s) of Member or Authorized  
Representative of Limited Liability  
Company:

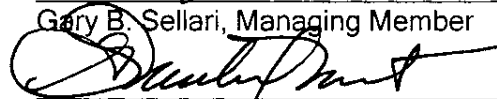
DIVINE, BLALOCK, MARTIN & SELLARI,  
LLC

By:



Gary B. Sellari, Managing Member

By:

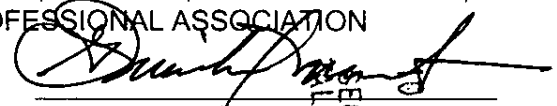


G. Michael Martin, Managing Member

Signature(s) on behalf of Other  
Business Entity:

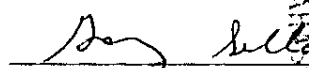
DIVINE, BLALOCK, MARTIN & SELLARI,  
PROFESSIONAL ASSOCIATION

By:



G. Michael Martin, Director/President

By:



Gary B. Sellari, Director/Vice President

FILED  
MAR 12 PM 3:24  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

RESOLUTION APPROVING CERTIFICATE OF CONVERSION


WHEREAS, DIVINE, BLALOCK, MARTIN & SELLARI, PROFESSIONAL ASSOCIATION, is desirous of converting from a Professional Association to a Limited Liability Company, it is hereby

RESOLVED as follows:

1. That the Officers and Directors of DIVINE, BLALOCK, MARTIN & SELLARI, PROFESSIONAL ASSOCIATION, be and they hereby are authorized and directed to execute a Certificate of Conversion for DIVINE, BLALOCK, MARTIN & SELLARI, PROFESSIONAL ASSOCIATION ("Other Business Entity") into a Florida Limited Liability Company to be known as DIVINE, BLALOCK, MARTIN & SELLARI, LLC, and to have said Certificate filed in the Office of the Secretary of State, State of Florida.

2. That the Officers and Directors be and they hereby are authorized and directed to execute any further documents, pay any necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolution.

DATED this 31<sup>st</sup> day of March, 2010.



G. MICHAEL MARTIN, Director,  
President and Shareholder



GARY B. SELLARI, Director,  
Vice President and Shareholder



J. RONALD ANDERSON, Shareholder

FILED  
10 APR 12 PM 3:22  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**DIVINE, BLALOCK, MARTIN & SELLARI, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be DIVINE, BLALOCK, MARTIN & SELLARI, LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company are 420 Columbia Drive, Suite 110, West Palm Beach, Florida 33409.

**ARTICLE III - DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

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

GARY. B. SELLARI

420 Columbia Drive, Suite 110  
West Palm Beach, Florida 33409

**FILED**  
10 APR 12 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the voting members of the company and on such terms and conditions as shall be determined by all the voting members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the voting members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VI - PERPETUAL EXISTENCE

The company shall exist perpetually.

#### ARTICLE VII - MANAGEMENT

The company shall be managed by its managing members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

The names and addresses of the initial managing members of the company are:

G. MICHAEL MARTIN	420 Columbia Drive, Suite 110 West Palm Beach, Florida 33409
GARY B. SELLARI	420 Columbia Drive, Suite 110 West Palm Beach, Florida 33409

ARTICLE VIII - OWNERSHIP UNITS

G. MICHAEL MARTIN	245 (voting)
GARY B. SELLARI	245 (voting)
J. RONALD ANDERSON	10 (non-voting)

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at West Palm Beach, Palm Beach County, Florida, on 31<sup>st</sup> day of March, 2010.

  
G. MICHAEL MARTIN

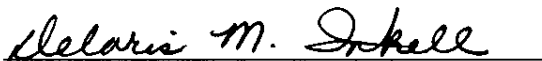
  
GARY B. SELLARI

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and subscribed before me this 31<sup>st</sup> day of March, 2010, by G. MICHAEL MARTIN, who (X) is personally known to me or ( ) produced his valid Florida driver's license as identification.



  
Notary Public, State of Florida

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and subscribed before me this 31<sup>st</sup> day of March, 2010, by  
GARY B. SELLARI, who ( ) is personally known to me or ( ) produced his valid Florida  
driver's license as identification.

(seal)



Deloris M. Inkell  
Notary Public, State of Florida



CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, DIVINE, BLALOCK, MARTIN & SELLARI, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is DIVINE,  
BLALOCK, MARTIN & SELLARI, LLC.
2. The name and street address of the registered agent in Florida  
are:

GARY B. SELLARI  
420 Columbia Drive, Suite 110  
West Palm Beach, Florida 33409

The undersigned, being the person named in the articles of organization of DIVINE, BLALOCK, MARTIN & SELLARI, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
GARY B. SELLARI, Registered Agent