

L10000040984

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

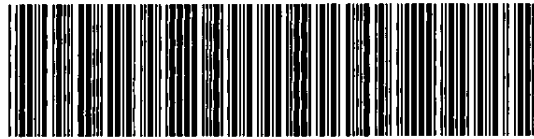
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

APR 16 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Palm River Dairy, 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:

Leonard H. Johnson, Esquire
(Contact Person)

Johnson Auvil Brock & Wilson, P.A.
(Firm/Company)

Post Office Box 2337
(Address)

Dade City, FL 33526-2337
(City, State and Zip Code)

karis@dadecitylaw.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Leonard H. Johnson at (352) 567-2500
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 5, 2010

LEONARD H. JOHNSON, ESQ.
JOHNSON AUVIL BROCK & WILSON, P.A.
P.O. BOX 2337
DADE CITY, FL 33526-2337

SUBJECT: PALM RIVER DAIRY, LLC
Ref. Number: W10000016546

We have received your document for PALM RIVER DAIRY, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The title of your document does not comply with the filing requirements stipulated in the Florida Statutes. Please amend the title of your document to read Articles of Organization.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 710A00008230

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TALLAHASSEE, FLORIDA

10 APR 15 AM 9:41

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CERTIFICATE OF CONVERSION
CONVERTING
PALM RIVER DAIRY, INC.
A FLORIDA CORPORATION
INTO
PALM RIVER DAIRY, LLC
FLORIDA LIMITED LIABILITY COMPANY

In accordance with Section 608.439, *Florida Statutes*, this Certificate of Conversion and attached Articles of Formation for Palm River Dairy, LLC are submitted to convert Palm River Dairy, Inc., a corporation organized under Chapter 607, *Florida Statutes*, ("Other Business Entity") into Palm River Dairy, LLC, a Florida Limited Liability Company organized under Chapter 607, *Florida Statutes*.

ARTICLE ONE
INFORMATION REGARDING PALM RIVER DAIRY, INC. 228585

A. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is: Palm River Dairy, Inc.

B. Palm River Dairy, Inc. is a Florida corporation organized under the laws of Florida on October 1, 1959.

ARTICLE ONE
INFORMATION REGARDING PALM RIVER DAIRY, LLC

A. The name of the Florida Limited Liability Company, as forth in the attached Articles of Formation, is: Palm River Dairy, LLC.

B. The effective date of the conversion is the date this Certificate of Conversion and attached Articles of Formation for Palm River Dairy, LLC are filed with the Office of the Florida Secretary of State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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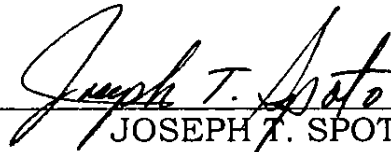
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ARTICLE THREE
ADOPTION OF PLAN OF CONVERSION

A. The plan to convert ("Conversion Plan") Palm River Dairy, Inc. into Palm River Dairy, LLC approved by unanimous written consent of shareholder of the Palm River Dairy, Inc. and the member and manager of Palm River Dairy, LLC on March 16, 2010.

B. The documents adopting the Conversion Plan are retained in the minute books of the respective business entities.

Dated March 16, 2010



JOSEPH T. SPOTO
Authorized representative of
PALM RIVER DAIRY, INC and
PALM RIVER DAIRY, LLC

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NOTARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PALM RIVER DAIRY, LLC

The undersigned, the duly authorized representative of the
Members of PALM RIVER DAIRY, LLC, files these ARTICLES OF
ORGANIZATION of PALM RIVER DAIRY, LLC in accordance with Chapter
608, *Florida Statutes*, and states:

ARTICLE ONE
NAME OF LIMITED LIABILITY COMPANY

The name of this Limited Liability Company is:
PALM RIVER DAIRY, LLC

ARTICLE TWO
PRINCIPAL OFFICE ADDRESS AND
FEDERAL EMPLOYER IDENTIFICATION NUMBER

- A. The mailing address and street address of the principal office
of Palm River Dairy, LLC, P.O. Box 511, Crystal Springs, Florida 33524-
0511.
- B. The street address of the principal office of Palm River Dairy,
LLC, 40421 Spoto Road, State Highway 39, Crystal Springs, Florida
33524.
- C. The federal employer identification number of Palm River
Dairy, Inc. is 59-0874422.

ARTICLE THREE
MANAGEMENT OF
LIMITED LIABILITY COMPANY

- A. PALM RIVER DAIRY, LLC is a Manager managed Limited
Liability Company.

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TALLAHASSEE, FLORIDA

B. The name of the Manager of PALM RIVER DAIRY, LLC is:
JOSEPH T. SPOTO.

ARTICLE FOUR
APPOINTMENT OF REGISTERED AGENT
AND RESIDENT AGENT CERTIFICATE OF ACCEPTANCE

A. The name of the Resident Agent, Florida mailing address and Florida street address are:

1. Resident Agent: Joseph T. Spoto,
2. The mailing address: Palm River Dairy, LLC, P.O. Box 511, Crystal Springs, Florida 33524-0511, and
3. The street address of the principal office of Palm River Dairy, LLC, 40421 Spoto Road, State Highway 39, Crystal Springs, Florida 33524.

RESIDENT AGENT CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above named Limited Liability Company at the place designated in this Certificate, I accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, *Florida Statutes*.

Dated March 16, 2010


JOSEPH T. SPOTO

Authorized representative of
Members to organize
PALM RIVER DAIRY, LLC and
Registered Agent

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TALLAHASSEE, FLORIDA