

L10000062636

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10 JUN 10 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WI-26055

J. BRYAN

JUN 11 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DUKE AND DUKE INVESTMENTS, 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:

TODD D. WALKER

(Contact Person)

TODD D. WALKER, P.A.

(Firm/Company)

P.O. BOX 623275

(Address)

OVIEDO, FL 32762

(City, State and Zip Code)

aduke4@embarqmail.com

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

For further information concerning this matter, please call:

Todd D. Walker

(Name of Contact Person)

at (407) 977-1667

(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

FILED
10 JUN 10 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 28, 2010

TODD D. WALKER
TODD D. WALKER, P.A.
P.O. BOX 623275
OVIEDO, FL 32762

SUBJECT: DUKE AND DUKE INVESTMENTS, LLC
Ref. Number: W10000026055

FILED
10 JUN 10 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DUKE AND DUKE INVESTMENTS, 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 enclosed document cannot be filed with the Florida Department of State until a Partnership Registration Statement for this partnership is filed and made of record with this office. For your convenience, we are enclosing the appropriate form and instructions.

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) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 510A00013512

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
10 JUN 10 PM 2:19
CLERK OF STATE
TALLAHASSEE, FLORIDA

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.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
DUKE AND DUKE INVESTMENTS

#GPI000000725

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a GENERAL PARTNERSHIP.
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA.
(Enter state, or if a non-U.S. entity, the name of the country)

on July 6, 1986.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

DUKE AND DUKE INVESTMENTS, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this _____ day of May 20¹⁰.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____

Printed Name: ALLAN O. DUKE

Title: MANAGING MEMBER

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: KARLENE DUKE-TRUSTEE

Title: MANAGING PARTNER

Signature: _____

Printed Name: ALLAN O. DUKE

Title: MANAGING PARTNER

Signature: _____

Printed Name: ALLISON D. DUKE

Title: PARTNER

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

DUKE AND DUKE INVESTMENTS, LLC

(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:

4070 Aloma Avenue
Suite 1030
Winter Park, FL 32792

Mailing Address:

4070 Aloma Avenue
Suite 1030
Winter Park, FL 32792

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's 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:

ALLAN O. DUKE

Name

4070 Aloma Avenue, Suite 1030

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

Winter Park

FL 32792

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)

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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

Karlene Duke, as Trustee of the Karlene Duke
Revocable Inter Vivos Trust Agreement dated
January 30, 2003

951 Tuskawilla Trail
Winter Springs, FL 32708

MGRM

Allan O. Duke
4070 Aloma Avenue, Suite 1030
Winter Park, FL 32792

MGRM

Allison D. Duke
4070 Aloma Avenue, Suite 1030
Winter Park, FL 32792

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this 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:



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.)

Allan O. Duke

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)