

L10000074605

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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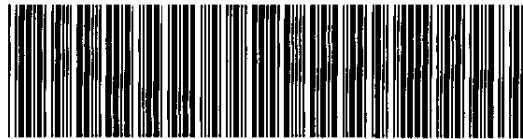
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2010 JUL 14 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

JUL 15 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: D&F FINANCIAL, 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:

MARCY KAST
(Contact Person)

LIGHTSEY & ASSOCIATES, P.A.
(Firm/Company)

2105 PARK AVENUE NORTH
(Address)

WINTER PARK, FL 32789
(City, State and Zip Code)

SHARI@FBPLANS.COM
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

SHARI OXMAN at (407) 862-5900
(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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2010 JUL 14 PM 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.608.439, Florida Statutes.

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

D&F FINANCIAL SERVICES

(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.)

SP9800000614

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 JUNE 11, 1998

(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**:

D&F FINANCIAL, 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 14 day of July 2010.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Stephen F. Foreman
Printed Name: STEPHEN F. FOREMAN Title: MANAGER

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

Signature: Stephen F. Foreman
Printed Name: STEPHEN F. FOREMAN, AS TRUSTEE Title: GENERAL PARTNER

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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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2010 JUL 14 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
D&F FINANCIAL, LLC

FILED
2010 JUL 14 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

D&F FINANCIAL, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

2211 Lee Road, Suite 100
Winter Park, Florida 32789

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 2211 Lee Road, Suite 100, Winter Park, FL 32789, and the initial registered agent of the Company at such office shall be Stephen F. Foreman. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the

government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Management of Business

The business of the Company shall be managed by Managers elected by the Members holding a majority of the Membership Interests in the Company. The Managers may be, but are not required to be, Members of the Company. The Managers shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company.

ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all of the Members.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.


Stephen F. Foreman, Authorized Representative

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TALLAHASSEE, FLORIDA

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D&F FINANCIAL, LLC


2010 JUL 14 PM 12: 59

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 7th day of July, 2010.


Stephen F. Foreman