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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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2010 JUL 20 PM 5:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

C. LEWIS  
JUL 21 2010  
EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 8, 2010

THURLOW, THURLOW & GIACHINO, P.A.  
ATTN: FERNANDO M. GIACHINO  
PO BOX 106  
STUART, FL 34995-0106

SUBJECT: THE MOE-DUTCHER COMPANY, LLC  
Ref. Number: W10000032264

We have received your document for THE MOE-DUTCHER COMPANY, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The converting Florida entity must be active on our records.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the corrected original and one copy of 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) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 910A00016615

LAW OFFICES  
**THURLOW, THURLOW & GIACHINO, P.A.**  
17 MARTIN L. KING, JR. BLVD.  
POST OFFICE BOX 106  
STUART, FLORIDA 34995-0106

THOMAS H. THURLOW  
1905-2001

THOMAS H. THURLOW, JR.  
THOMAS H. THURLOW III  
FERNANDO M. GIACHINO\*

PHONE (772) 287-0980  
FAX (772) 220-0815  
www.thurlowpa.com

\*BOARD CERTIFIED IN WILLS,  
TRUSTS, AND ESTATES

July 6, 2010

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

Re: The Moe-Dutcher Company, LLC  
Our File: 09-087.1

To Whom It May Concern:

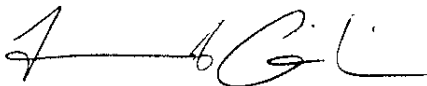
Enclosed please find the following for processing

1. Certificate of Conversion for the Moe-Dutcher Partnership to The Moe-Dutcher Company, LLC
2. Articles of Organization for The Moe-Dutcher Company, LLC
3. Copy of Partnership Plan of Conversion and Unanimous Consent to Act of the Moe-Dutcher Partnership
4. Our check in the amount of \$180.00 for filing fees and the certified copy of the Certificate of Conversion

**Please provide our office with a certified copy of the Certificate of Conversion once you have processed our request.** Please return all correspondence concerning this matter to Fernando M. Giachino, Esq. c/o Thurlow, Thurlow & Giachino, P.A., P.O. Box 106, Stuart, FL 34995 or contact our office at (772) 287-0980.

Yours truly,

THURLOW, THURLOW & GIACHINO, P.A.



Fernando M. Giachino

FMG/kak  
Enclosures

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

FILED

2010 JUL 20 PM 12:56

SECRETARY 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 Sections 608.439, 620.8912, and 620.8914, Florida Statutes.

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

Moe-Dutcher Partnership

GP1000000 898

2. The "Other Business Entity" is a General Partnership, first organized, formed or incorporated under the laws of Florida on December 20, 1971
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which 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:

The Moe-Dutcher Company, LLC

5. The plan of conversion was approved by the converting General Partnership in accordance with Chapter 620, Florida Statutes.
6. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.

Signed this 26<sup>th</sup> day of May, 2010.

**Signature of Members or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: \_\_\_\_\_

Ann McKinney Dutcher  
Manager

**Signature(s) on behalf of Other Business Entity:**

Signature: \_\_\_\_\_

Ann McKinney Dutcher  
Managing and General Partner

**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)

**ARTICLES OF ORGANIZATION  
FOR  
THE MOE-DUTCHER COMPANY, LLC**

**FILED**  
2010 JUL 20 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the Limited Liability Company is The Moe-Dutcher Company, LLC.

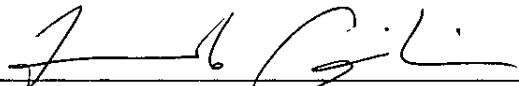
**ARTICLE II**

The mailing address and street address of the principal office of the Limited Liability Company are 1701 SW Capri Street, Apt. 167, Palm City, FL 34990.

**ARTICLE III**

The name of the registered agent is Fernando M. Giachino and the Florida street address of the registered agent is 17 Martin Luther King, Jr. Blvd., Suite 200, Stuart, FL 34994.

*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, Florida Statutes.*

  
\_\_\_\_\_  
Registered Agent's Signature

#### **ARTICLE IV**

The LLC shall be manager managed, and the name and address of the Manager is Ann McKinney Dutcher, 1701 SW Capri Street, Apt. 167, Palm City, FL 34990.


#### **ARTICLE V**

The LLC shall have an effective date of \_\_\_\_\_.

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

#### **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.

  
Ann McKinney Dutcher, Member

FILED  
2010 JUL 20 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **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)**

PARTNERSHIP PLAN OF CONVERSION  
AND  
UNANIMOUS CONSENT TO ACT  
OF  
THE MOE-DUTCHER PARTNERSHIP

Pursuant to Florida Statutes, Section 620.8401 and Section 8.04 of the Partnership Agreement of the MOE-DUTCHER PARTNERSHIP, a Florida general partnership, (hereafter the "Partnership"), duly organized and in good standing under Chapter 620 of the Florida Statutes, the undersigned, being all of the General Partners of the Partnership, hereby consent to the following actions and summarize and state for the Partnership records that:

1. PLAN OF CONVERSION

A. General Plan of Conversion. Pursuant to Sections 608.439, 620.8912, and 620.8914, Florida Statutes, the Partnership shall be converted into a Florida limited liability company (hereafter the "Converted Entity") pursuant to the "Certificate of Conversion For "Other Business Entity" into Florida Limited Liability Company" filed with the Department of State, Division of Corporations (the "Conversion Certificate"), the form of which is attached hereto as an exhibit. The name and form of the organization before conversion, the name and form of the organization after conversion, and copies of the organizational documents of the newly converted organization are included in said Certificate.

B. Name, Address, and Registered Agent of Converted Entity. The Converted Entity will operate under the name of The Moe-Dutcher Company, LLC. The mailing and street address of the office of the Converted Entity will be 1701 SW Capri Street, Apt. 167, Palm City, FL 34990. The registered agent for service of process on Converted Entity will be Fernando M. Giachino and the Florida street address of the registered agent is 17 Martin Luther King, Jr. Blvd., Suite 200, Stuart, FL 34994.

C. Terms of Conversion. In order to convert the Partnership into a limited liability company, the partners of the Partnership are each assigning and transferring their interests in the Partnership and Partnership property to the Converted Entity in exchange for an interest in the Converted Entity. Each partner's total percentage interest in profits and losses and capital of the Converted Entity will be the same as that partner's total percentage interest in profits and losses and capital of the Partnership immediately prior to the Effective Date (as defined below), and each partner's ownership percentage of Partnership property to be contributed to the Converted Entity. Such ownership of the Converted Entity shall be as set forth in the Summary of Interests of the Converted Entity as more particularly set forth below in Section 3 of this Plan of Conversion and Unanimous Consent. The aforementioned assignment and transfer of interests in the Partnership and Partnership property shall be, or have already been, effected by the following:

- 1) Assignment of partnership interests to be executed and delivered by each partner of the Partnership; and
- 2) Quit Claim Deeds executed and delivered by each partner of the Partnership, for recording on the public records of Martin County, Florida transferring ownership to the Converted Entity of that certain real property, more particularly described as follows:

The following property located in Section 9, T 38 S, R 41 E, Martin, County, Florida

**PARCEL 1**

Start at the intersection of section lines 9 and 10 with the westerly right of way line of State Road No. 5 (U.S. No. 1); thence run North 41 degrees 27 minutes 42 seconds West along said westerly, right of way line of State Road No. 5 a distance of 137.25 feet to the intersection of said westerly right of way with the northerly right of way of a proposed road and the POINT OF BEGINNING; thence continue North 41 degrees 27 minutes 42 seconds West along said westerly right of way a distance of 200 feet to a point; thence run South 48 degrees 32 minutes 18 seconds West a distance of 150 feet to a point; thence run South 41 degrees 27 minutes 42 seconds East, a distance of 200 feet to a point on a northerly right of way of the prementioned proposed road; thence run North 48 degrees 32 minutes 18 seconds East along the prementioned North right of way of the proposed road a distance of 150 feet to the point of beginning.

**PARCEL 2**

Start at the intersection of section lines 9 and 10 with the westerly right of way line of State Road No. 5 (U.S. No. 1) thence run North 41 degrees 27 minutes 42 seconds West along said westerly right of way line of State Road No. 5 a distance of 837.25 feet to the POINT OF BEGINNING; thence continue North 41 degrees 27 minutes 42 seconds West along said westerly right of way a distance of 150 feet to a concrete monument; thence run South 48 degrees 32 minutes 18 seconds West a distance of 150 feet; thence run South 41 degrees 27 minutes 42 seconds East a distance of 150 feet to a point; thence run North 48 degrees 32 minutes 18 seconds East a distance of 150 feet to a point on the prior mentioned westerly right of way and the point of beginning.

SUBJECT TO EASEMENTS, RESTRICTIONS, AND RESERVATIONS OF RECORD, IF ANY.

Less the following described property:

A PARCEL OF LAND LYING IN SECTION 9, TOWNSHIP 38 SOUTH, RANGE 41 EAST, MARTIN COUNTY, FLORIDA; SAID PARCEL OF LAND



ALSO LIES WITHIN THAT CERTAIN TRACT OF LAND DESCRIBED AS PARCEL 1 IN OFFICIAL RECORD BOOK 348, PAGE 841 OF THE PUBLIC RECORDS OF MARTIN COUNTY, FLORIDA, AND IS MORE PARTICULARLY DESCRIBED AS FOLLOWS;

BEGIN AT THE EASTERLY CORNER OF THE ABOVE-MENTIONED PARCEL 1, SAID CORNER ALSO BEING THE INTERSECTION OF THE SOUTHWESTERLY RIGHT-OF-WAY LINE OF STATE ROAD NO. 5 (S. FEDERAL HWY) WITH THE NORTHWESTERLY RIGHT-OF-WAY LINE OF S.E. MONTEREY ROAD; THENCE S 48° 32' 18" W, ALONG SAID NORTHWESTERLY RIGHT-OF-WAY LINE OF S.E. MONTEREY ROAD (FOR CONVENIENCE, THE BEARINGS RECITED HEREIN REFER TO THE BEARINGS DESCRIBED IN OFFICIAL RECORD BOOK 348, PAGE 841), A DISTANCE OF 85 FEET; THENCE 37° 14' 32" E, DEPARTING SAID NORTHWESTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 44.37 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 46.00 FEET; THENCE NORTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 60° 24' 22", A DISTANCE OF 48.50 FEET TO THE POINT OF TANGENCY; THENCE N 23° 09' 50" W, A DISTANCE OF 21.74 FEET TO THE INTERSECTION WITH THE AFOREMENTIONED SOUTHWESTERLY RIGHT-OF-WAY LINE OF STATE ROAD NO. 5 (S. FEDERAL HWY); THENCE S 41° 27' 42"E, ALONG SAID SOUTHWESTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 60.00 FEET, TO THE POINT OF BEGINNING.

D. Continuation of Business and Governing Documents. From and after the Effective Date (as defined below), the business of the Partnership will continue to be carried on by the Converted Entity and all the rights and property of the partners and the Partnership will be vested in the Converted Entity and all debts, liabilities, and obligations of the Partnership shall continue as debts, liabilities, and obligations of the Converted Entity. All holders of interests in the Converted Entity will be bound by the terms of the Regulations of Converted Entity, copies of which are attached hereto and made a part of this Plan.

E. Tax Consequences of Conversion. It is the desire and intent of the partners of the Partnership that the conversion will be tax free to the partners under § 721 of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC § 708, and will not result in a termination of the Partnership for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.

F. Further Actions and Effective Date of Conversion. The Partnership and the Converted Entity shall take all such further actions as may be required to complete the conversion, including the filing of the Conversion Certificate and the execution of all documents necessary to transfer the legal rights of the Partnership to the Converted Entity. The conversion shall be effective on the date that the Conversion Certificate is accepted for filing by the Florida Department of State, Division of Corporations (the "Effective Date").

2. APPROVAL OF CONVERSION

RESOLVED, that the conversion of the Moe-Dutcher Partnership, a Florida general partnership into The Moe-Dutcher Company, LLC, a Florida limited liability company, in accordance with the terms and conditions set forth in this Partnership Plan of Conversion and Unanimous Consent to Act hereby is approved; and

RESOLVED, further, that the organic documents of The Moe-Dutcher Company, LLC, be and they hereby are approved to become effective upon consummation of the conversion in accordance with the terms and conditions set forth in this Partnership Plan of Conversion and Unanimous Consent to Act; and

RESOLVED, further, that the proper partners and representatives of the Moe-Dutcher Partnership be and they hereby are authorized and empowered to do such other acts and things as they may deem necessary and appropriate to carry into effect the full intent and purpose of the resolutions adopted by this body at this meeting with respect to said conversion including, but not limited to, the execution and filing of a Conversion Certificate with the Secretary of State of the State of Florida.

3. APPROVAL OF AMENDMENT OF PARTNERSHIP AGREEMENT

Jane R. Moe transferred her share of the real property (as described hereinabove) of the Partnership owned by her individually to Bonnie M. Stook, as Trustee u/a/d November 16, 1988, between Jane R. Moe, as Grantor and Bonnie M. Stook as Trustee by Trust Deed dated April 21, 1989, recorded in Official Records Book 810, Page 1209 of the Public Records of Martin County, Florida. Jane R. Moe died December 24, 2007 (a photocopy of the death certificate of Jane R. Moe is attached hereto as an exhibit).

Section 9.03 of the Partnership Agreement of the Partnership directs that upon the death of a Partner, such deceased Partner's estate shall sell, and the Partnership shall purchase the interest of such deceased Partner by paying the personal representative of the deceased's Partner's estate an amount in the manner as directed by the Partnership Agreement.

Despite such requirements, the undersigned, being all of the General Partners of the Partnership, pursuant to this Unanimous Consent to Act and Article XI of the Partnership Agreement do hereby decline to act as directed by Section 9.03 and do hereby consent to and approve an amendment of the Partnership Agreement by deleting Section 9.03 (the form of the amendment which is attached hereto as an exhibit).

Further, as a result of such declination and amendment made by this Unanimous Consent to Act, the undersigned, being all of the General Partners of the Partnership, do hereby acknowledge the current ownership of the Partnership prior to the conversion discussed hereinabove, and thereby anticipate the ownership of the converted organization to be as follows:

Partner/Member

Ann McKinney Dutcher  
Bonnie M. Stook  
Terry A. Moe  
Michael K. Moe

Share of Ownership Interest

One-half (1/2)  
One-sixth (1/6)  
One-sixth (1/6)  
One-sixth (1/6)

Dated: 5/26, 2010

Ann M. Dutcher  
Ann McKinney Dutcher

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Bonnie M. Stook

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Terry A. Moe

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Michael K. Moe

Partner/Member

Ann McKinney Dutcher  
Bonnie M. Stook  
Terry A. Moe  
Michael K. Moe

Share of Ownership Interest

One-half (1/2)  
One-sixth (1/6)  
One-sixth (1/6)  
One-sixth (1/6)

Dated: \_\_\_\_\_, 2010

Dated: May 27, 2010

Dated: \_\_\_\_\_, 2010

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Ann McKinney Dutcher

Bonnie M. Stook  
Bonnie M. Stook

\_\_\_\_\_  
Terry A. Moe

\_\_\_\_\_  
Michael K. Moe

Partner/Member  
Ann McKinney Dutcher  
Bonnie M. Stook  
Terry A. Moe  
Michael K. Moe

Share of Ownership Interest  
One-half (1/2)  
One-sixth (1/6)  
One-sixth (1/6)  
One-sixth (1/6)

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Ann McKinney Dutcher

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Bonnie M. Stook

Dated: 1 June, 2010

Terry A. Moe  
\_\_\_\_\_  
Terry A. Moe

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Michael K. Moe

Partner/Member  
Ann McKinney Dutcher  
Bonnie M. Stook  
Terry A. Moe  
Michael K. Moe

Share of Ownership Interest  
One-half (1/2)  
One-sixth (1/6)  
One-sixth (1/6)  
One-sixth (1/6)

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Ann McKinney Dutcher

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Bonnie M. Stook

Dated: \_\_\_\_\_, 2010

\_\_\_\_\_  
Terry A. Moe

Dated: 1 June, 2010

  
\_\_\_\_\_  
Michael K. Moe

**EXHIBIT** \_\_\_\_\_

**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 Sections 608.439, 620.8912, and 620.8914, Florida Statutes.

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

Moe-Dutcher Partnership

2. The "Other Business Entity" is a General Partnership, first organized, formed or incorporated under the laws of Florida on December 20, 1971

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which 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:

The Moe-Dutcher Company, LLC

5. The plan of conversion was approved by the converting General Partnership in accordance with Chapter 620, Florida Statutes.

6. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.

Signed this \_\_\_\_ day of \_\_\_\_\_, 2010.

**Signature of Members or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: \_\_\_\_\_

Ann McKinney Dutcher  
Manager

**Signature(s) on behalf of Other Business Entity:**

Signature: \_\_\_\_\_

Ann McKinney Dutcher  
Managing and General Partner

**Fees:**

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