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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

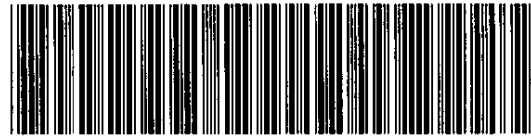
L. SELLERS

AUG 18 2010

EXAMINER

~~Handwritten signature~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WHITED MARKETING, 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:

JOANN DUNCAN, OFFICE MANAGER

(Contact Person)

OSSINSKY & CATHCART, P.A.

(Firm/Company)

2699 LEE ROAD, SUITE 101

(Address)

WINTER PARK, FL 32789

(City, State and Zip Code)

joann@ossinskycathcart.com

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

For further information concerning this matter, please call:

JOANN DUNCAN

(Name of Contact Person)

at (407)

629-2484 ext. 124

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 2, 2010

JOANN DUNCAN
OSSINSKY & CATHCART PA
2699 LEE ROAD, STE. 101
WINTER PARK, FL 32789

SUBJECT: WHITED MARKETING, LLC
Ref. Number: W10000036019

We have received your document for WHITED MARKETING, 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):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 710A00018537

**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 an "Other Business Entity", into a Florida Limited Liability Company in accordance with Sec. 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: PROFESSIONAL TOUCH PAINTING, Inc.
2. The "Other Business Entity" is a corporation first organized under the laws of the State of Florida on March 6, 1996.
3. The jurisdiction of the "Other Business Entity" has never been changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

WHITED MARKETING, LLC

Signed on this 28th day of July, 2010.

Professional Touch Painting, Inc.
a Florida corporation

By: Kelly Whited
Kelly Whited, President

WHITED MARKETING, LLC

By: Kelly Whited
Kelly Whited, Member

By: Vicki L. Whited
Vicki L. Whited, Member

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TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS AND DIRECTORS IN
LIEU OF SPECIAL MEETING THEREOF**

The undersigned, being all of the Shareholders and Directors of PROFESSIONAL TOUCH PAINTING, INC., a Florida Corporation (hereinafter referred to as the "Corporation"), acting pursuant to Section 607.1112 of the Florida General Corporation Act, and the By-Laws of the Corporation, does hereby waive all notice of the time, place and purposes of a Special Meeting of the Shareholders and Board of Directors of the Corporation and hereby unanimously consent and agree to the adoption of the following resolutions:

PLAN OF CONVERSION. The Board of Directors discussed the conversion of the Corporation into a L.L.C. and plan the conversion as follows:

- a. To convert, PROFESSIONAL TOUCH PAINTING, INC., a Florida corporation into WHITED MARKETING, LLC, a Florida limited liability company
- c. To reflect that the initial capital contribution of each Member of the LLC be documented to be, \$500.00 per Member.
- d. Each shareholder shall have their interest converted into the share specified for that Member as provided in the Operating Agreement of the LLC.

RESOLVED, that the Board of Directors authorize KELLY WHITED as President of the company to execute the Certificate of Conversion attached hereto as Exhibit "A". As discussed above, and do hereby direct and authorize KELLY WHITED, as President, to execute any and all such documents to accomplish same in the name of corporation.

IN WITNESS WHEREOF, the undersigned directors and shareholders have executed this Unanimous Written Consent effective as of December 31, 2009.


Kelly Whited

ARTICLES OF ORGANIZATION OF WHITED MARKETING, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **WHITED MARKETING, LLC**, and its principal office shall be located at 10151 University Boulevard, Suite 215, in the City of Orlando, County of Orange, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise

in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: Kelly Whited, 10151 University Blvd., Suite 215, Orlando, FL 32817 and Vicki L. Whited, 10151 University Blvd., Suite 215, Orlando, FL 32817.

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the

business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the commencement date of the business.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office of the limited liability company is Kelly Whited, 10151 University Blvd., Suite 215, Orlando, Orange County, State of Florida.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **WHITED MARKETING, LLC**

Executed by the undersigned at Orlando, Florida on this 27 day of July, 2010, with an effective date of ~~January 1~~, 2010.

July 29

Kelly Whited
Kelly Whited

Vicki L. Whited
Vicki L. Whited

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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