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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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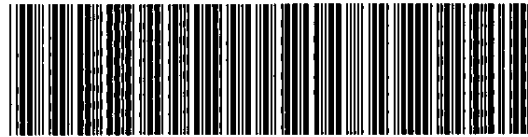
(Business Entity Name)

(Document Number)

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

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10 SEP - 2 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Culligan SEP - 7 2010

**MACFARLANE FERGUSON & McMULLEN**

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625 COURT STREET  
P. O. BOX 1669 (ZIP 33757)  
CLEARWATER, FLORIDA 33756  
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:  
Clearwater

September 1, 2010

VIA FEDERAL EXPRESS

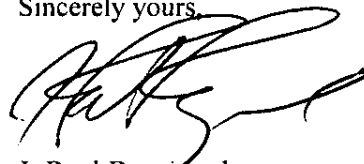
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Center Family, Limited – conversion to Center Family, LLC

Dear Sir or Madam:

Enclosed, for filing, please find (i) Cover Letter form; (ii) Certificate of Conversion (in counterparts); (iii) Articles of Organization; and (iv) our firm check in the amount of \$150.00 for the filing fees. If you have any questions, please call me at (727) 441-8966. Thank you for your assistance in this matter.

Sincerely yours,



J. Paul Raymond  
[jpr@macfar.com](mailto:jpr@macfar.com)

JPR/lmw  
Enclosures

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CENTER FAMILY COMPANY, 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:

J. Paul Raymond

(Contact Person)

Macfarlane Ferguson & McMullen

(Firm/Company)

625 Court Street, Suite 200

(Address)

Clearwater, FL 33756

(City, State and Zip Code)

jpr@macfar.com

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

For further information concerning this matter, please call:

J. Paul Raymond

(Name of Contact Person)

at ( 727 ) 441-8966

(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

**CERTIFICATE OF CONVERSION  
FOR  
CENTER FAMILY, LIMITED  
INTO  
CENTER FAMILY COMPANY, LLC**

FILED  
10 SEP -2 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Limited Partnership into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the Florida Limited Partnership immediately prior to the filing of this Certificate of Conversion is **Center Family, Limited**.
2. The entity to be converted is a limited partnership and was first organized, formed and incorporation under the laws of Florida on December 31, 1987.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Center Family Company, LLC**.
4. This Certificate of Conversion shall be effective September 2, 2010.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion this 1 day of May, 2010.

*September*

**Center Family, Limited**

By: *James H. Center*  
James H. Center, General Partner

By: \_\_\_\_\_  
Jerry H. Center, General Partner

**CENTER FAMILY COMPANY, LLC**

By: *J. Paul Raymond*  
J. Paul Raymond  
Authorized Representative

**CERTIFICATE OF CONVERSION  
FOR  
CENTER FAMILY, LIMITED  
INTO  
CENTER FAMILY COMPANY, LLC**

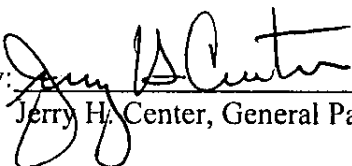
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1. The name of the Florida Limited Partnership immediately prior to the filing of this Certificate of Conversion is **Center Family, Limited**.
2. The entity to be converted is a limited partnership and was first organized, formed and incorporation under the laws of Florida on December 31, 1987.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Center Family Company, LLC**.
4. This Certificate of Conversion shall be effective <sup>September 2</sup> ~~May~~ \_\_\_\_, 2010.


IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion  
this <sup>8</sup> ~~1~~ day of <sup>September</sup> ~~May~~, 2010.

**Center Family, Limited**

By: \_\_\_\_\_  
James H. Center, General Partner

By:  \_\_\_\_\_  
Jerry H. Center, General Partner

**CENTER FAMILY COMPANY, LLC**

By:  \_\_\_\_\_  
J. Paul Raymond  
Authorized Representative

**ARTICLES OF ORGANIZATION  
OF  
CENTER FAMILY COMPANY, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the limited liability company shall be CENTER FAMILY COMPANY, LLC.

**ARTICLE II**

**Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:

557 Bayview Drive  
Belleair, Florida 33756

**ARTICLE III**

**Period of Duration**

The limited liability company shall begin existence on *September 2* May \_\_\_\_\_, 2010, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the members of the limited liability company.

**ARTICLE IV**

**Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE V**

**Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is:

625 Court Street  
Clearwater, Florida 33756

The initial registered agent at such address is J. Paul Raymond. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida

Statutes. J. Paul Raymond is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

## **ARTICLE VI**

### **Management**

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a board of managers. The names and addresses of the initial managers are:

James H. Center  
812 Lantern Way  
Clearwater, FL 33765

Jerry H. Center  
557 Bayview Drive  
Belleair, FL 33756

James H. Center, Jr.  
1785 Long Bow Lane  
Clearwater, FL 33764

## **ARTICLE VII**

### **Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining members.

## **ARTICLE VIII**

### **Operating Agreement**

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

## **ARTICLE IX**


### **Effective Date**

These Articles of Organization shall be effective September 2, 2010.

**ARTICLE X**  
**Acknowledgment**

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of **CENTER FAMILY COMPANY, LLC**.

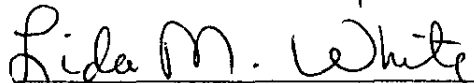
~~Do~~ WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 1<sup>st</sup> day of ~~May~~ September, 2010.

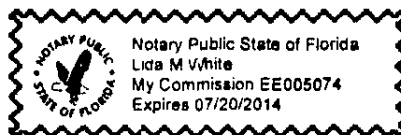
  
\_\_\_\_\_  
J. Paul Raymond  
Authorized Representative

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **J. PAUL RAYMOND**, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and acknowledged before me that he executed the same for the purposes therein expressed and in the capacity so stated.

WITNESS my hand and official seal at Clearwater, said County and State, this 1<sup>st</sup> day of ~~May~~ September, 2010.

  
\_\_\_\_\_  
Notary Public  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_





**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

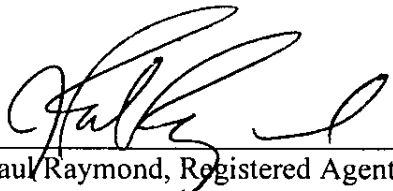
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **CENTER FAMILY COMPANY, LLC.**
2. The name and address of the registered agent and office is:

**J. Paul Raymond  
625 Court Street  
Clearwater, Florida 33756**

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.

Dated this 1<sup>st</sup> day of ~~May~~<sup>September</sup>, 2010.

  
\_\_\_\_\_  
J. Paul Raymond, Registered Agent

FILED  
10 SEP -2 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA