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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)

m83328

(Document Number)

Certified Copies _____

Certificates of Status _____

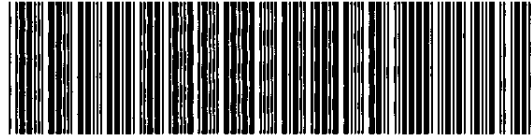
Special Instructions to Filing Officer:

A. LUNT

JAN - 3, 2010

EXAMINER

Office Use Only



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12/30/10--01018--022 **180.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 DEC 30 PM 12:22

FILED

Pope & Barloga, P.A.

Attorneys At Law

Scott B. Barloga, J.D., LL.M. (Tax)*†
H. Cranston Pope, J.D., LL.M. (Tax)‡

* Florida Bar Certified in Wills, Trusts & Estates
† Also admitted in Georgia and North Carolina
‡ Also admitted in Colorado

736 Jenks Ave.
P.O. Box 1609
Panama City, FL 32402
Phone: 850-784-9174
Fax: 850-784-9175

December 28, 2010

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Conversion filing

Dear Sir/Mam:

Please find enclosed the required cover letter, Certificate of Conversion, Plan of Conversion, Articles of Organization and a check in the amount of \$180.00 for the filing fee and fee for certified copy. I have enclosed a self-addressed stamped envelope to facilitate the documents' return. Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely,



Scott B. Barloga

SBB/trp
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ROAD MART OF FLORIDA, 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:

Scott B. Barloga

(Contact Person)

Pope & Barloga, P.A.

(Firm/Company)

P.O. Box 1609

(Address)

Panama City, Florida 32402

(City, State and Zip Code)

coull1074@aol.com

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

For further information concerning this matter, please call:

Scott B. Barloga

at (850) 784-9174

(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

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

FILED
2010 DEC 30 PM 12:22
CLERK OF THE COURT
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:
ROAD MART OF FLORIDA, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(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 May 26, 1988.
(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:

Florida

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

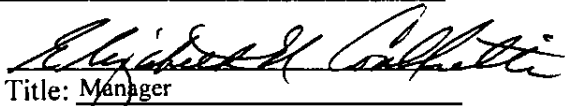
AUTO MART OF FLORIDA, LLC

(Enter Name of Florida Limited Liability Company)

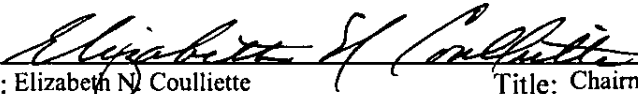
5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization,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

Signed this 27th day of December 2010.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: Elizabeth N. Coulliette Title: Manager

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

Signature: 
Printed Name: Elizabeth N. Coulliette Title: Chairman

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)

FILED
2010 DEC 30 PM 12:22
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FLORIDA

PLAN OF CONVERSION
OF
ROAD MART OF FLORIDA, INC.
(the Original Entity)
AND
ROAD MART OF FLORIDA, LLC
(the Resulting Entity)

This PLAN OF CONVERSION is entered into by and between ROAD MART OF FLORIDA, INC., a Florida corporation (the "*Original Entity*") having an office address at 2143 HWY 77, Lynn Haven, FL 32444, and ROAD MART OF FLORIDA, LLC, a Florida Limited Liability Company (the "*Resulting Entity*") having an office address at 2143 HWY 77, Lynn Haven, FL 32444.

PLAN OF CONVERSION

- A. **ADOPTION OF PLAN.** In consideration for the mutual promises, covenants, and agreements herein, the Original Entity and the Resulting Entity hereby adopt a PLAN OF CONVERSION pursuant to the provisions of § 608.439 of the Florida Statutes, as follows:
1. The Original Entity shall be converted into the Resulting Entity, to exist as a limited liability company and be governed by the laws of the State of Florida under the name of ROAD MART OF FLORIDA, LLC.
 2. The Resulting Entity is a continuation of the existence of the Original Entity.
 3. The title to all property owned by the Original Entity is vested in the Resulting Entity without reversion or impairment, and shall be subject to all of the debts and liabilities of the Original Entity, in the same manner as if the Resulting Entity had itself incurred them.
 4. A proceeding pending against the Original Entity may be continued as if the conversion had not occurred or the Resulting Entity may be substituted in the proceeding for the Original Entity.

5. The shareholders of the Original Entity will convert their ownership interest solely for membership units in the Resulting Entity. The percentage of membership units acquired in the conversion for such interests shall be as set forth as follows. The membership unit ownership shown as follows constitutes all of the outstanding membership units in the Resulting Entity.

Elizabeth N. Coulliette	100%
-------------------------	------

- B. **EFFECTIVE DATE.** The effective date of the conversion shall be the date of filing of the Certificate of Conversion with the Office of the Florida Secretary of State.
- C. **FURTHER ASSIGNMENTS AND ASSURANCES.** If at any time the Resulting Entity shall consider or be advised that any further assignments or assurances in law are necessary to vest or perfect or to confirm of record in the Resulting Entity the title to any property or gifts of the Original Entity, or otherwise carry out the provisions hereof, the President of the Original Entity, as of the effective date of the conversion, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the Resulting Entity, and otherwise carry out the provisions hereof.
- D. **CONVERSION OF INTERESTS**
1. **Conversion of Corporate interest to Membership Units.** Pursuant to the PLAN OF CONVERSION described above, on the effective date of this PLAN OF CONVERSION, all of the corporate interest in the Original Entity shall be converted to membership units in the Resulting Entity as set forth in A (5) above. The shares in the Original Entity shall be converted to membership units in the Resulting Entity. The membership units issued as a result of this conversion shall be considered for all purposes to be the same ownership interest as the interests from which they are derived.
2. **Membership Units in the Resulting Entity.** The membership units in the Resulting Entity acquired hereunder shall be subject to the terms and conditions of the Articles of Organization and the Operating Agreement governing the operation and management of the Resulting Entity, executed by all necessary persons of the Resulting Entity of even date herewith.
- E. **ARTICLES OF ORGANIZATION** The Articles of Organization of the Resulting Entity shall be filed on the effective date of the conversion, and together with the Operating Agreement of the Resulting Entity shall constitute the original documents of the Resulting Entity.
- F. **EXPENSES** The Resulting Entity shall pay all costs and expenses of the conversion.

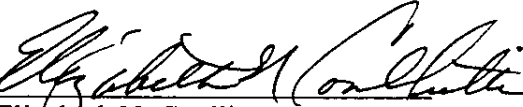
G. MISCELLANEOUS

1. **Notices.** Any notices, requests, demands, or other communications required or permitted to be given by law or by the terms of this PLAN OF CONVERSION shall be in writing and shall be considered given (1) upon personal service of a copy on the party to be served, or (2) forty-eight (48) hours after the mailing of such notice by certified or registered mail, postage prepaid, receipt for delivery requested, addressed to the party to be served and properly deposited in the United States mail. Notices shall be given to the parties at the addresses listed in this PLAN OF CONVERSION. Any change in the address of any party shall be given by the parties having such change to the other parties in the manner provided above. Thereafter all notices shall be given in accordance with the notice of change of address. Notices given before actual receipt of the notice of change of address shall not be invalidated by the change of address.
2. **Counterpart Executions.** This PLAN OF CONVERSION may be executed in any number of counterparts, each of which shall be deemed an original.
3. **Controlling Law.** The validity, interpretation, and performance of this PLAN OF CONVERSION shall be controlled by and construed under the laws of the State of Florida existing from time to time.
4. **Attorneys' Fees.** If any party brings any action or proceeding to enforce, protect, or establish any right or remedy under the PLAN OF CONVERSION, the prevailing party shall be entitled to recover reasonable attorneys' fees and costs.
5. **Binding Effect.** This PLAN OF CONVERSION shall be binding upon and shall inure to the benefit and detriment of the parties hereto and their respective personal representatives, heirs, successors, and assigns.

Dated this 27 day December, 2010

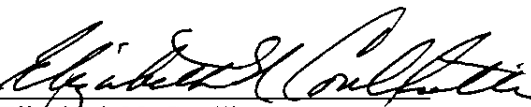
ORIGINAL ENTITY

ROAD MART OF FLORIDA, INC.

By: 
Elizabeth N. Coulliette
Its Chairman and President

RESULTING ENTITY

ROAD MART OF FLORIDA, LLC

By: 
Elizabeth N. Coulliette
Its Manager

**ARTICLES OF ORGANIZATION
OF
ROAD MART OF FLORIDA, LLC**

FILED
2010 DEC 30 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned being authorized to execute and file these Articles, adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is ROAD MART OF FLORIDA, LLC.

ARTICLE II - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 2143 HWY. 77, Lynn Haven Fl 32444.

ARTICLE III - DURATION

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

ARTICLE IV - PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - MANAGEMENT

The Limited Liability Company shall be manager managed. The initial managers, who shall serve until the earlier of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be:

Elizabeth N. Coulliette
1100 E. 26th Street
Lynn Haven, Florida 32444

Melanie J. Coulliette
1859 Airport Circle
Panama City, Florida 32405

ARTICLE VI - MEMBERSHIP

The member(s) of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member.

ARTICLE VII - CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company may continue the business of the Company.

ARTICLE VIII - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company is Elizabeth N. Coulliette, 1100 E. 26th Street, Lynn Haven, Florida 32444.

IN WITNESS WHEREOF, the undersigned, as the authorized representative of a member of the company, has executed these Articles of Organization on this 27 day of December, 2010.


ELIZABETH N. COULLIETTE

(In accordance with § 608.408(3), Florida Statutes, the execution of this document constitutes as affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
2010 DEC 30 PM 12:22
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

ELIZABETH N. COULLIETTE, having been named as registered agent to accept service of process for **ROAD MART OF FLORIDA, LLC**, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered Office: 1100 E. 26th Street, Lynn Haven, Florida 32444.

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent as provided for in the Florida Statutes.

DATED this 27 day of December, 2010.


ELIZABETH N. COULLIETTE
Registered Agent

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2010 DEC 30 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA