

L11000007816



GREENSPOON MARDER, P.A.
ATTORNEYS AT LAW

Trade Centre South • Suite 700
100 West Cypress Creek Road, Fort Lauderdale, FL 33309

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

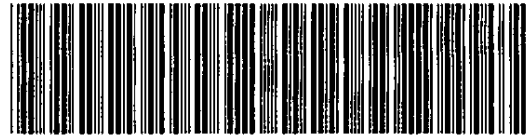
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700190734057

01/18/11--01050--022 **150.00

FILED

11 JAN 18 PM 3:59

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

J. BRYAN

JAN 19 2011

EXAMINER

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:

IFN, Inc.

P09000094383

(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 11/17/2009

(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:

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

AmeriGuard Negotiations, 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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

11 JAN 18 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Signed this 11 day of January 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: [Signature]

Printed Name: Edward Carlton

Title: Manager

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]

Printed Name: Edward Carlton

Title: President/Director

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)

Page 2 of 2

11 JAN 18 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AGREEMENT AND PLAN OF CONVERSION

THIS AGREEMENT AND PLAN OF CONVERSION (the "Plan") is made and entered into this 11 day of January, 2011, by and between to Edward Carlton and Douglas Bowes (collectively referred to herein as the "Shareholders").

WHEREAS, the Shareholders, being all of the Shareholders of IFN, Inc. deem it advisable and generally in the best interests of the Corporation and the Shareholders that the Corporation convert to a Florida limited liability company (the "Conversion") pursuant to the applicable Corporation and limited liability company laws.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and of the mutual benefits hereby provided, the sufficiency of which is hereby acknowledged, it is agreed by and between the parties hereto as follows:

1. **Conversion.** At the Effective Time (as defined in Section 5 hereof), the Corporation shall convert into a Florida limited liability company (the "Company") pursuant to this Plan and in accordance with applicable provisions of Florida law as follows:

- (a) Each share of stock of the Corporation that is outstanding immediately prior to the Effective Time shall be converted into, and shall represent the right to receive one percentage interest of membership interests of the Company, as the surviving entity. All of the percentage interests of the Corporation, when so converted, shall automatically be cancelled, shall cease to exist and shall no longer be outstanding.
- (b) Each certificate, agreement or other instrument which prior to the Effective Time represented an interest in the Corporation, if any, shall be deemed at the Effective Time for all purposes to represent only the right to receive that percentage interest of Membership Interest of the Company as provided in this Section 1.

2. **Effect of Conversion.** At the Effective Time, (a) the Corporation shall be converted into the Company, a Florida limited liability company and the Company will be the surviving entity pursuant to the terms of this Plan and the Certificate of Conversion; (b) the Articles of Organization filed with the Certificate of Conversion shall be the Articles of Organization of the Company until duly amended in accordance with its terms and applicable law; (c) the Operating Agreement attached hereto shall be the Operating Agreement of the Company as of the effective date of the conversion, until duly amended in accordance with its terms and applicable law; (d) each share of stock of the Corporation outstanding immediately prior to the Effective Time shall be converted as provided above; (e) the Shareholders of the Corporation receiving the Membership Interests of the Company as set forth above shall be the Members of the Company until such interests are transferred as provided herein, or in the Operating Agreement, in accordance with applicable law; (f) the Manager(s) of the Company shall be the current Director(s) of the Corporation; and (g) and the Conversion shall have all of the effects provided by applicable law.

3. **Filing.** The Shareholders shall promptly cause the Registration, Certificate of Conversion, and Articles of Organization in form and substance satisfactory to each party hereto

FILED
11 JAN 18 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and its respective counsel to be executed and filed with the office of the Secretary of State of the State of Florida.

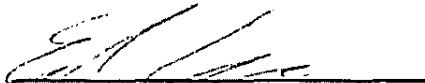
5. **Effective Time.** The conversion shall be effective as of the start of business on the date of filing (the "Effective Time").

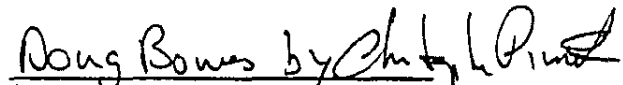
6. **Rights and Liabilities of Corporation.** At and after the Effective Time, without further act or deed, all of the rights, privileges and powers, and all of the property, real, personal and mixed of, and all debts due to Corporation, as well as all of the things and causes of action belonging to Corporation shall be the property of the Company, and the title to any real estate vested by deed or otherwise Corporation shall not revert or be in any way impaired by reason of the Conversion; all rights of creditors and all liens upon any property of the Corporation and the Company shall be preserved unimpaired, and all debts, liabilities, and duties of the Corporation hereto shall thenceforth attach to the Company and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

7. **Further Assurances.** If, at any time after the Effective Time, the Company shall consider or be advised that any further deeds, assignments or assurances in law or any other actions are necessary, desirable or proper to vest, perfect or confirm of record or otherwise, in it, the title to any property or rights of Corporation and Company acquired or to be acquired by reason of, or as a result of, the Conversion, the parties agree that the Corporation and the Company and their proper officers and managers shall execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Company and otherwise to carry out the purpose of this Plan of Conversion, and that the proper officers and managers of the Company are fully authorized and directed in the name of the Corporation and the Company or otherwise to take any and all such actions.

8. **Governing Law.** This Plan of Conversion shall be governed by, and construed in accordance with, the laws of the State of Florida, without regard to any applicable conflicts of law.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement and Plan of Conversion this 11 day of January, 2011.


Edward Carlton


Douglas Bowes
POA on file

FILED
11 JAN 18 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
11 JAN 18 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO USE NAME

I, Edward Carlton, President of AmeriGuard, Inc., a Florida corporation that was the sole Manager and sole Member of AmeriGuard Negotiations LLC, a dissolved Florida limited partnership, immediately before its dissolution on the date hereof, hereby consents to IFN, Inc.'s, a Florida corporation, that is converting to a Florida limited liability company, to use the name "AmeriGuard Negotiations LLC" as the name of its entity once converted.

AmeriGuard, Inc., a Florida corporation, as
managing Member of AmeriGuard Negotiations
LLC, a dissolved Florida limited liability company

By: Edward Carlton
Edward Carlton, President

STATE OF FLORIDA)
COUNTY OF Duval)

This document was acknowledged before me this 11 day of January, 2011, by Edward Carlton, President of the Managing Member of AmeriGuard Negotiations LLC, a Florida limited liability company, who is personally known to me [or who did produce _____ as identification].

Emily Tedder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Emily Tedder
Commission Expires: Aug. 24, 2014



ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

AmeriGuard Negotiations, LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

7948 Baymeadows Way

Suite 300

Jacksonville, FL 32256

Mailing Address:

7948 Baymeadows Way

Suite 300

Jacksonville, FL 32256

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Greenspoon Marder, P.A.

Name

100 W. Cypress Creek Road, Suite 700

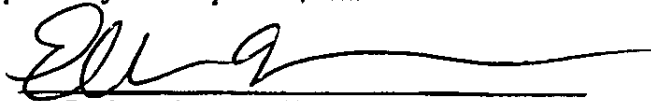
Florida street address (P.O. Box **NOT** acceptable)

Ft. Lauderdale

FL 33309

City, State, and Zip

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, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

FILED
11 JAN 18 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
11 JAN 18 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

AmeriGuard, Inc.

7948 Baymeadows Way, Suite 300

Jacksonville, FL 32256

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:


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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Edward Carlton

Typed or printed name of signee

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)