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DIVISION OF CORPORATIONS
11 AUG 19 AM 8:30

T. HAMPTON

6-19-11

EXAMINER

91663-1100

PETER C.K. ENWALL, P. A.

Attorney at Law
MetroCorp Center
4110 NW 37th Place, Suite B
Gainesville, FL 32606

P. O. Box 357117
Gainesville, FL 32635-7117
Email: enwall@bellsouth.net
Website: www.peterenwall.com

Phone (352) 376-6163
Fax (352) 376-5238

July 14, 2011

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: CPA Choice, LLC

To Whom It May Concern:

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 Fla. Stat. §608.439.

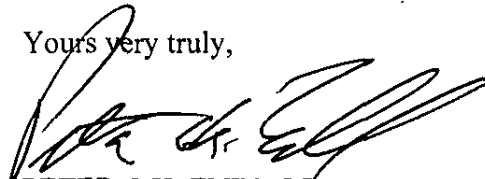
Please return all correspondence concerning this matter to:

Peter C. K. Enwall, P. A.
4110 NW 37th Place, Suite B
Gainesville, FL 32606
enwall@bellsouth.net

For further information, please call Peter C. K. Enwall at (352) 376-6163.

Enclosed please find my check in the amount of \$150.00, representing \$25.00 for the conversion fee and \$125.00 for the Articles of Organization. Thank you for your cooperation.

Yours very truly,



PETER C.K. ENWALL

PCKE/ab
enclosures
cc: Douglas H. Thompson, Jr.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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11 JUL 29 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 19, 2011

PETER C.K. ENWALL, PA
4110 NW 37TH PLACE
STE B
GAINESVILLE, FL 32606

SUBJECT: CPA CHOICE, LLC
Ref. Number: W11000037916

We have received your document for CPA CHOICE, 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):

The entity's date of incorporation/organization must be listed in the document.

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 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 611A00017096

PETER C.K. ENWALL, P. A.
Attorney at Law
MetroCorp Center
4110 NW 37th Place, Suite B
Gainesville, FL 32606

P. O. Box 357117
Gainesville, FL 32635-7117
Email: enwall@bellsouth.net
Website: www.peterenwall.com

Phone (352) 376-6163
Fax (352) 376-5238

July 27, 2011

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
Attn: Tammy Hampton

Re: CPA Choice, LLC
Ref: W1000037916
Your Letter No.: 611A00017096

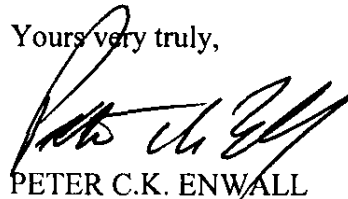
Dear Ms. Hampton:

Receipt is acknowledged of your letter of July 19th, a copy of which is enclosed for your reference.

Enclosed please find the original and one copy of the Amended Certificate of Conversion for CPA Choice, LLC. The date of incorporation for CPA Choice, Inc., has been added to Paragraph 2. In addition, on page 2 appears the signature of Douglas H. Thompson, Jr., as president and sole director of CPA Choice, Inc..

Would you acknowledge the filing of this Amended Certificate and the conversion of the corporation to an LLC. Thank you for your assistance.

Yours very truly,



PETER C.K. ENWALL

PCKE/ab
enclosures

cc: Douglas H. Thompson, Jr.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

11 AUG 19 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 1, 2011

PETER C.K. ENWALL, PA
4110 NW 37TH PLACE
STE B
GAINESVILLE, FL 32606

SUBJECT: CPA CHOICE, LLC
Ref. Number: W11000037916

We have received your document for CPA CHOICE, 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):

You failed to make the correction(s) requested in our previous letter.

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.

You must submit Articles of Organization for the resulting Florida limited liability company along with the Certificate of Conversion. The Articles of Organization must be signed by a member or an authorized representative of a member.

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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 111A00018074

PETER C.K. ENWALL, P. A.
Attorney at Law
MetroCorp Center
4110 NW 37th Place, Suite B
Gainesville, FL 32606

P. O. Box 357117
Gainesville, FL 32635-7117
Email: enwall@bellsouth.net
Website: www.peterenwall.com

Phone (352) 376-6163
Fax (352) 376-5238

August 15, 2011

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
Attn: Tammy Hampton

Re: CPA Choice, LLC
Ref: W1000037916

Dear Ms. Hampton:

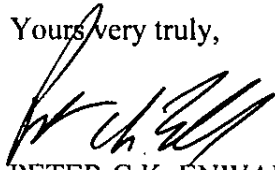
Please find enclosed for your consideration:

1. A new original Certificate of Conversion, duly signed by Douglas H. Thompson, Jr., as president and sole director of CPA Choice, Inc., and also by Douglas H. Thompson, Jr., as managing member of CPA Choice, LLC.

2. Articles of Organization for CPA Choice, LLC.

Would acknowledge the filing of this Certificate and the conversion of the corporation to an LLC. Thank you for your assistance.

Yours very truly,



PETER C.K. ENWALL

PCKE/ab
enclosures
cc: Douglas H. Thompson, Jr.

**CERTIFICATE OF CONVERSION OF FLORIDA PROFIT
CORPORATION INTO OTHER BUSINESS ENTITY, TO-WIT:
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion is submitted to convert the following Florida profit corporation into an "other business entity", and more particularly a limited liability company, in accordance with Fla. Stat. Ch. 608.439, and more particularly:

1. The name of the Florida profit corporation converting into the "other business entity" is CPA CHOICE, INC., which was originally incorporated on February 18, 1999.

2. The name of the "other business entity" is CPA CHOICE, LLC

3. The "other business entity" is a Limited Liability Company, organized and formed under Chapter 608 of the laws of Florida.

4. The above referenced Florida profit corporation has converted into an "other business entity" in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws governing the "other business entity".

5. The plan of conversion was approved by the converting Florida corporation in accordance with Fla. Stat. Chapter 607.

6. The written consent of each shareholder, who as a result of the conversion is now a unit owner of the surviving entity, was obtained pursuant to Fla. Stat. §607.1112(6).

7. This conversion will be effective under the laws governing the "other business entity" upon the filing and acceptance of this Certificate of Conversion with the office of the Florida Secretary of State.


8. This conversion shall be effective in Florida as stated in Paragraph 7 above.

9. The "other business entity's" principal office address is 11801 Research Drive Alachua, FL 32615.

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10 The "other business entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Fla. Stat. §607.1301 through Fla. Stat. §607.1333.

Dated this 15th day of August, 2011.


DOUGLAS H. THOMPSON, JR.
President and sole Director
of CPA Choice, Inc.


DOUGLAS H. THOMPSON, JR.
Managing Member, CPA Choice, LLC

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ARTICLES OF ORGANIZATION OF
CPA CHOICE, LLC

ARTICLE I. NAME

The name of the limited liability company is: CPA CHOICE, LLC.

ARTICLE II. TERM OF EXISTENCE

The existence of the limited liability company shall be perpetual until dissolved.

ARTICLE III. PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the professional limited liability company is:

Mailing:	11801 Research Drive Alachua, FL 32615
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Street:	11801 Research Drive Alachua, FL 32615
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ARTICLE IV. MANAGEMENT

The management of the company shall be vested in a Managing Member. The qualifications, term, and manner of selection of the Managing Member shall be established by the company's Operating Agreement.

ARTICLE V. MEMBERSHIP IN COMPANY

The qualifications and manner of selection and participation of the individual members of the company shall be established by the company's Operating Agreement, which shall be executed by and shall apply to and be binding upon each individual member

ARTICLE VI. REGISTERED AGENT AND AGENT'S OFFICE

The name and registered address of the registered agent of the company are:

Douglas H. Thompson, Jr.
11801 Research Drive
Alachua, FL 32615

A written acceptance of the duties of the registered agent is appended to these Articles.


I understand that in accordance with Fla.Stat.§608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated this 15th day of August, 2011.


DOUGLAS H. THOMPSON, JR., Managing Member

ACCEPTANCE OF REGISTERED AGENT

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 Chapters 608, Florida Statutes.


DOUGLAS H. THOMPSON, JR.
Registered Agent

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DIVISION OF CORPORATIONS
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