

L11000112285

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

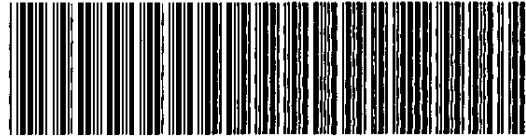
Special Instructions to Filing Officer:

A. LUNT

SEP 30 2011

EXAMINER

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2011 SEP 29 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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September 27, 2011

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Certificate of Conversion for Other Business Entity Into Florida
Limited Liability Company**

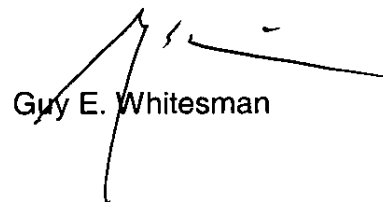
Dear Sir or Madame:

Please process the enclosed Certificate of Conversion for National Inspection and Consultants, LLC, a Delaware limited liability company (formerly a Florida corporation) into National Inspection and Consultants, LLC, a Florida limited liability company. Our check in the amount of \$180.00 is also enclosed to cover (i) the Certificate of Conversion filing fee of \$25.00, (ii) the Articles of Organization filing fee of \$125.00 and (ii) the certified copy fee of \$30.00.

Please forward the certified copy of the Certificate of Conversion to my attention at the following address:

Guy E. Whitesman, Esq.
Henderson, Franklin, Starnes & Holt, P.A.
P.O. Box 280
Fort Myers, FL 33902-0280

Very truly yours,



Guy E. Whitesman

GEW/ksl
Enclosures
cc: Robert A. Vigne - via e-mail

Henderson, Franklin, Starnes & Holt, P.A.

NATIONAL INSPECTION AND CONSULTANTS, LLC

**9911 Bavaria Road
Fort Myers, Florida 33913-8510**

Telephone: (239) 939-4313

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32301

**Re: Certificate of Conversion for "Other Business Entity" into Florida
Limited Liability Company**

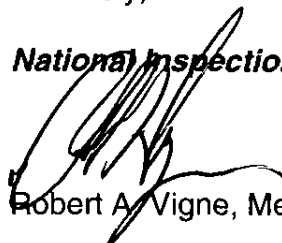
Dear Sir or Madame:

Effective November 22, 2010, a Certificate of Conversion was filed with the Florida Department of State to convert National Inspection and Consultants, Inc., a Florida corporation ("Corporation"), Document Number F53615, into National Inspection and Consultants, LLC, a Delaware limited liability company ("Delaware LLC"). Immediately following the conversion, the Delaware LLC filed an application with the Florida Department of State for authority to transact business in Florida. Effective as of November 30, 2010, the Delaware LLC was qualified to transact business in Florida and assigned Document Number M10000005233.

Simultaneously, with the filing of the Certificate of Conversion and Articles of Organization with the Florida Department of State, on behalf of the Delaware LLC, converting the Delaware LLC to a Florida limited liability company, the Delaware LLC will also file with the Florida Department of State an Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida. Therefore, National Inspection and Consultants, LLC, a Florida limited liability company, has the permission of the Delaware LLC to assume its name.

Sincerely,

National Inspection and Consultants, LLC



Robert A. Vigne, Member

FAX AUDIT NO:

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Certificate of Conversion
for
"Other Business Entity"
into
Florida Limited Liability Company

2011 SEP 29 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with §608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

National Inspection and Consultants, LLC

2. The "Other Business Entity" is a limited liability company first incorporated under the laws of Florida on November 13, 1981 under the name:

National Inspection and Consultants, Inc.

3. The "Other Business Entity" was converted from a Florida corporation to a Delaware limited liability company on November 17, 2010, effective as of November 22, 2010.

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

National Inspection and Consultants, LLC

5. This conversion shall be effective upon the filing of the Certificate of Conversion with the Florida Department of State.

6. The conversion is permitted by the applicable laws governing the "Other Business Entity" and the conversion complies with such laws and the requirements of §608.439, Florida Statutes, in effecting the conversion.

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

Signed this 2 day of SEPTEMBER, 2011.

Individual signing below, affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in §817.155, Florida Statutes.

National Inspection and Consultants, LLC

By: 

Robert A. Vigne, Member

National Inspection and Consultants, LLC

By: 

Robert A. Vigne, Member

FAX AUDIT NO.:

FAX AUDIT NO.:

**ARTICLES OF ORGANIZATION
OF
NATIONAL INSPECTION AND CONSULTANTS, LLC**

FILED

2011 SEP 28 AM 3:46

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I-NAME

The name of the limited liability company shall be NATIONAL INSPECTION AND CONSULTANTS, LLC (the "Company").

ARTICLE II-MAILING AND STREET ADDRESS

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

9911 Bavaria Road
Fort Myers, Florida 33913-8510

ARTICLE III-EFFECTIVE DATE

This limited liability company's existence shall commence upon the filing of these Articles and shall terminate as provided for in the Operating Agreement.

ARTICLE IV-INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Name

Address

ROBERT A. VIGNE

9911 Bavaria Road
Fort Myers, Florida 33913-8510

ARTICLE V-PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE VI-MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company.

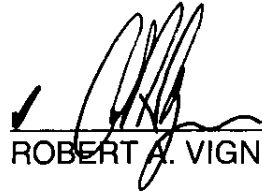
FAX AUDIT NO.:

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ARTICLE VII-OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being a Member of the Company, has executed these Articles of Organization this 2 day of September, 2011.



ROBERT A. VIGNE, Member

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TALLAHASSEE, FLORIDA

FAX AUDIT NO.:

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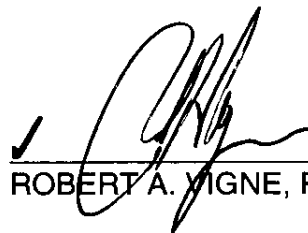
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: NATIONAL INSPECTION AND CONSULTANTS, LLC.
2. The name and address of the registered agent and office are:

Robert A. Vigne
9911 Bavaria Road
Fort Myers, Florida 33913-8510

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.



ROBERT A. VIGNE, Registered Agent

2011 SEP 29 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FAX AUDIT NO.: