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EXAMINER

OCT 14 2011

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October 10, 2011

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

**RE: Certificate of Conversion
A&A Properties of FT. Myers / A&A Properties of FT. Myers, LLC**

Dear Sir or Madam:

Enclosed please find a completed and signed Certificate of Conversion form for the conversion of A&A Properties of FT. Myers, a Florida general partnership to A&A Properties of FT. Myers, LLC, a Florida limited liability company. As required, I am also enclosing the Articles of Organization for A&A Properties of FT. Myers, LLC.

We would greatly appreciate it if you could please provide us with a Certified Copy and Certificate of Status for A&A Properties of FT. Myers, LLC. A check in the amount of \$185.00 made payable to the Florida Division of Corporations is enclosed for the filing fees, as well as, the additional fees required for the Certified Copy and Certificate of Status.

Thank you and if you should have any questions, please do not hesitate to call Michael Siegel or me at (941) 365-0550.

Sincerely,

LIVINGSTON, PATTERSON,
STRICKLAND & SIEGEL, P.A.



Patricia A. Blair

:pab

Enclosures

W:\A&A Properties\A&A Properties of Fort Myers\Ltr to DOC 101011.docx

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:

A & A Properties of FT. Myers

(Enter Name of Other Business Entity)

GP1100001248
9-30-11

2. The "Other Business Entity" is a General Partnership

(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 December 27, 1993

(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:

N/A

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

A & A Properties of FT. Myers, 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.

Signed this 10 day of October 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: 

Printed Name: Michael E. Siegel

Title: Attorney for A & A Properties of FT. Myers, LLC

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: 

Printed Name: Gary H. Schmidt, Trustee

Title: General Partner

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

A & A Properties of FT. Myers, 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:

8008 S. Orange Avenue

Orlando, Florida 32808

Mailing Address:

46 North Washington Blvd., Suite 1

Sarasota, Florida 34236

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:

LPS Corporate Services, Inc.

Name

46 North Washington Blvd., Suite 1,

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

Sarasota

FL 34236

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)

as VP of LPS Corporate Services, Inc.

(CONTINUED)

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

Gary A. Drew

9970 Bavaria Road

Ft. Myers, FL 33913-8509

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

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.)

Michael E. Siegel, Attorney for A & A Properties of FT. Myers, LLC

Typed or printed name of signee