

L110000124780 ✓

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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10/20/11--01031--010 \*\*210.00

FILED

11 OCT 31 AM 10:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BOSTICK  
NOV 2 - 2011  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** **L & R DEVELOPMENT OF BAY COUNTY, 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  
Pope & Barloga, P.A.  
P.O. Box 1609  
Panama City, FL 32402

E-mail Address: (to be used for future annual report notifications)  
Rhonda.LR@comcast.net

For further information concerning this matter, please call:  
at Scott B. Barloga at 850-784-9174

Enclosed is a check for the following amount:  
210.00 Filing Fees and Two (2) Certified Copies

**Mailing Address**

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

**Street Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FILED  
11 OCT 31 AM 10:29  
STATE  
TALLAHASSEE, FLORIDA

**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:

**L & R DEVELOPMENT, INC.**      P02000091809

2. The "Other Business Entity" is a corporation

first organized, formed or incorporated under the laws of Florida on August 23, 2002

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: not applicable.

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

**L & R DEVELOPMENT OF BAY COUNTY, LLC**

5. If not effective on the date of filing, enter the effective date: not applicable.

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11 OCT 31 AM 10:29  
TALLAHASSEE, FLORIDA

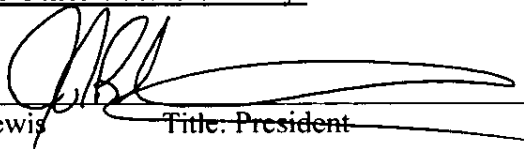
Signed this 19<sup>th</sup> day of October 2011.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: 

Printed Name: John R. Lewis Title: Manager

**Signature(s) on behalf of Other Business Entity:**

Signature: 

Printed Name: John R. Lewis Title: President

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 Corporation or Limited Liability Corporation:**

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)

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11 OCT 31 AM 10:29  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**L & R DEVELOPMENT OF BAY COUNTY, LLC**

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 the L & R DEVELOPMENT **OF BAY COUNTY, LLC**

**ARTICLE II - MAILING ADDRESS AND STREET ADDRESS**

The mailing address and the street address of the principal office of the Company is 309 Elm Avenue, Panama City, FL 32401.

**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 manager(s), 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:

**John R. Lewis**  
**Andrew J. Robbins**

If at anytime more than one manager is appointed, each manager may act independently of the other appointed manager(s) on any matters affecting this limited liability company.

**FILED**  
OCT 31 AM 10:29  
FACILITY OF STATE  
TALLAHASSEE, FLORIDA

#### **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 Rhonda R. Lewis, 309 Elm Avenue, Panama City, FL 32401

IN WITNESS WHEREOF, the undersigned, as the authorized representative of a member of the company, has executed these Articles of Organization on this 19<sup>th</sup> day of October, 2011.



John R. Lewis

(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.)

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11 OCT 31 AM 10:29  
TALLAHASSEE, FLORIDA

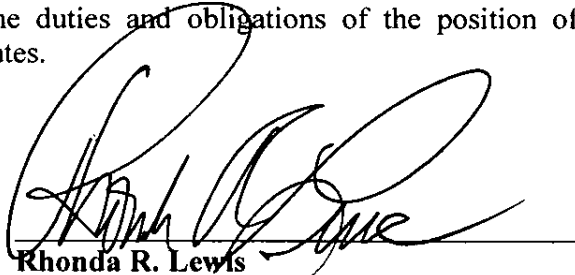
**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

**Rhonda R. Lewis**, having been named as registered agent to accept service of process for **L & R DEVELOPMENT OF BAY COUNTY, LLC**, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered Office: 309 Elm Avenue, Panama City, FL 32401

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 19<sup>th</sup> day of October, 2011.



Rhonda R. Lewis  
Registered Agent

FILED  
11 OCT 31 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 21, 2011

SCOTT B. BARLOGA  
POPE & BARLOGA, P.A.  
POST OFFICE BOX 1609  
PANAMA CITY, FL 32402

SUBJECT: L & R DEVELOPMENT, INC.  
Ref. Number: P02000091809

We have received your document for L & R DEVELOPMENT, INC. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is L05000101416

Please return 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) 245-6028.

Barbara Bostick  
Regulatory Specialist II

Letter Number: 611A00024159