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TALLAHASSEE, FLORIDA

T. CLINE  
DEC 19 2011  
EXAMINER

**Duane Morris**

FIRM and AFFILIATE OFFICES

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December 15, 2011

VIA FEDEX

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

Re: **Conversion of David A. Willens and Associates, Inc., a Florida corporation  
into DAW Family Holdings, LLC, a Florida limited liability company**

Dear Sir/Madam:

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert David A. Willens and Associates, Inc., an "Other Business Entity," into DAW Family Holdings, LLC, a "Florida Limited Liability Company," in accordance with § 608.439, F.S.

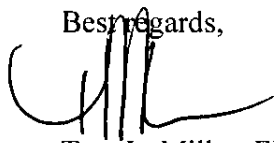
Enclosed is a check in the amount of \$160.00 payable to "Florida Department of State" for the filing fees associated therewith.

Please return all correspondence concerning this matter to the undersigned in the enclosed self-addressed, postage paid envelope.

The e-mail address for annual report notifications is [dwillens@northwesternmanagement.com](mailto:dwillens@northwesternmanagement.com).

For further information concerning this matter, please contact attorney, Charles B. Shields, Jr., at the number below.

Best regards,



Tara L. Miller, FRP  
Florida Registered Paralegal

**CERTIFICATE AND PLAN OF CONVERSION  
FOR  
DAVID A. WILLENS AND ASSOCIATES, P.A.  
INTO  
DAW FAMILY HOLDINGS, LLC**

898-83746

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **DAVID A. WILLENS AND ASSOCIATES, P.A.**, a Florida corporation (the "Corporation"), into **DAW FAMILY HOLDINGS, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. **DAVID A. WILLENS AND ASSOCIATES, P.A.**, a Florida corporation, was formed on September 28, 1998.
2. The name of the Florida limited liability company is **DAW FAMILY HOLDINGS, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned have executed this Certificate and Plan of Conversion as of the 16 day of December, 2011.

**DAVID A. WILLENS AND  
ASSOCIATES, P.A.**, Terminating Entity

By:   
**DAVID ALAN WILLENS**, President

**DAW FAMILY HOLDINGS, LLC**  
Surviving Entity

By:   
**DAVID ALAN WILLENS**, Manager

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**EXHIBIT A**

**ARTICLES OF ORGANIZATION**  
**OF**  
**DAW FAMILY HOLDINGS, LLC**  
(a Florida limited liability company)

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**TALLAHASSEE, FLORIDA**

**ARTICLES OF ORGANIZATION  
OF  
DAW FAMILY HOLDINGS, LLC  
(a Florida limited liability company)**

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is **DAW FAMILY HOLDINGS, LLC** (hereinafter, the "Company").

**ARTICLE II  
MAILING AND PRINCIPAL ADDRESS**

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

3715 South Ocean Boulevard  
Highland Beach, FL 33487

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

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

**DAVID ALAN WILLENS**  
3715 South Ocean Boulevard  
Highland Beach, FL 33487

The undersigned Member of the Company has executed these Articles of Organization as of this 15 day of December, 2011.

  
\_\_\_\_\_  
**DAVID ALAN WILLENS**, Member,  
Manager

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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **DAW FAMILY HOLDINGS, LLC** at the place designated in Article III of the Articles of Organization, **DAVID ALAN WILLENS** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. **DAVID ALAN WILLENS** is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
**DAVID ALAN WILLENS**

Date: December 15, 2011

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