

W12000032082

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B. BOSTICK

MAR 6 2012

EXAMINER



5913 Long Branch Road  
Jacksonville, Florida 32234  
February 29, 2012

Barbara Bostick  
Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

SUBJECT: C & W Engineers, LLC  
Ref. Number W12000008178  
Letter Number 212A00006062

Dear Ms. Bostick,

I am in receipt of your February 10, 2012 letter which states that I cannot change the sole proprietorship to an LLC Corporation. I would like to just begin and new LLC under the name C & W Engineers, LLC. Attached, please find C & W Engineers, LLC re-submittal of our Cover Letter, Articles of Incorporation and copy of your letter dated February 10, 2012. After speaking with a member of your staff, I do not believe we owe any more fees, but can submit the articles and a letter.

If you could process our request to form an LLC, it would be greatly appreciated. Should you have any questions, or if additional fees are required, please call me at (904) 626-8700.

Thank you for your assistance with this matter.

Regards,  
C & W Engineers, LLC

A handwritten signature in black ink, appearing to read "Patricia A. Waller".

Patricia A Waller, PE  
President

15 MAR -5 PM 2:56  
RECEIVED  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
STATE

# C & W Engineer, LLC.

## Organization Summary

As of  
January 20, 2012

- 1. STATE OF ORGANIZATION
- 2. DATE & ADDRESS OF ORGANIZATION
- 3. ADDRESS OF PRINCIPAL EXECUTIVE OFFICES
- 4. NAME(S) OF REGISTERED AGENT(S)
- 5. NAME(S) OF INCUMBENT OFFICER(S)

President:  
 Vice-President:  
 Vice-President:  
 Secretary:  
 Assistant Secretary:  
 Treasurer:

- 6. NAME OF BANK
- 7. NAME(S) OF AUTHORIZED CHECK SIGNER(S)

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**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: C & W Engineers, LLC**  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Patricia A Waller**

Name of Person

**C & W Engineers, LLC**

Firm/Company

**5913 Long Branch Road**

Address

**Jacksonville, Florida 32234**

City/State and Zip Code

**pwaller@candw-eng.com**

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE FLORIDA

For further information concerning this matter, please call:

**Patricia A Waller**

Name of Person

at ( **904** ) **626-8700**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$125.00 Filing Fee

\$130.00 Filing Fee &  
Certificate of Status

\$155.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

\$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

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

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Articles of Organization  
For**

**C & W ENGINEERS, LLC.**

The undersigned organization, for the purpose of forming a Florida Limited Liability Company (LLC), hereby adopts the following Articles of Organization:

**Article I**

The name of the LLC is:

**C & W ENGINEERS, LLC**

**Article II**

The principal place of business address:  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL. US 32234

The mailing address of the LLC is:  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL. US 32234

Date of Organization:  
January 20, 2012

**Article III**

The purpose for which this LLC is organized is:  
ANY AND ALL LAWFUL BUSINESS.

The principle executive officers of the LLC are as follows:

Title: **PRESIDENT**  
PATRICIA ALYCE WALLER  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL. 32234 US

Title: **VICE PRESIDENT**  
MELODY L FONTANA  
POST OFFICE BOX 507  
ALACHUA, FLORIDA 32616

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Title: **TREASURER**  
LAWRENCE ALAN WALLER  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL. 32234 US

Title: **SECRETARY**  
PATRICIA ALYCE WALLER  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL. 32234 US

The number of shares the LLC is authorized to issue is:

100 AT \$100.00 PAR VALUE PER SHARE

**Article IV**

The Registered Agent name and street address is:

PATRICIA ALYCE WALLER  
C & W ENGINEERS, LLC  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL. 32234 US

**Article V**

The initial officer(s) and/or director(s) of the LLC is/are:

Title: **PRESIDENT**  
PATRICIA ALYCE WALLER  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL. 32234 US

Title: **VICE PRESIDENT**  
MELODY L FONTANA  
POST OFFICE BOX 507  
ALACHUA, FLORIDA 32616

Title: **TREASURER**  
LAWRENCE ALAN WALLER  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL. 32234 US

Title: **SECRETARY**  
PATRICIA ALYCE WALLER  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL. 32234

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Article VI

Name of Banking Institution:


VyStar Credit Union  
7765 Normandy Boulevard  
Jacksonville, Florida 32221

### Article VII

Authorized check signers:

Patricia A Waller  
Melody L. Fontana  
Lawrence A Waller

These Articles of Organization are hereby executed this 20<sup>th</sup> day of January 2012.

  
\_\_\_\_\_  
Patricia A Waller, President and Chairman of the Board - C&W Engineers, LLC

*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 ins.817.155.F.S.*

12 MAR -5 PM 2:56  
STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 10, 2012

PATRICIA A. WALLER  
5913 LONG BRANCH ROAD  
JACKSONVILLE, FL 32234

SUBJECT: C & W ENGINEERS, LLC  
Ref. Number: W12000008178

We have received your document for C & W ENGINEERS, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law does not allow a sole proprietorship to file a conversion. A sole proprietorship is a business owned and operated by one individual. As a sole proprietor, the one individual owner is responsible for making all of the business decisions and all of the debts of the business are considered to be the debts of the one individual owner, as well. The sole proprietorship may or may not conduct business under the one individual owner's legal name. Because the business and the individual are considered as one organization and need each other to co-exist from a legal perspective, a sole proprietorship is not considered a business entity and cannot, therefore, file a conversion under Florida law.

If your sole proprietorship is actually owned and operated by two or more individuals and those individuals serve in the capacity of a partner, your business may not be a sole proprietorship. Your business may meet the definition of a partnership in accordance with Chapter 620, Florida Statutes. Chapter 620, Florida Statutes, allows a partnership to file a conversion. However, the partnership must first file a statement of registration in accordance with section 620.8105, Florida Statutes.

We are enclosing a statement of registration should your business entity meet the criteria of a partnership and you wish to proceed with the conversion. Please note the fee to register a partnership is \$50. To proceed with the conversion, please correct your conversion documents to reflect your current business entity is a partnership and resubmit the conversion documents along with the enclosed registration statement and an additional fee of \$50.

This office strongly suggests that you seek legal advice concerning this matter.

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) 245-6051.

Barbara Bostick  
Regulatory Specialist II

Letter Number: 212A00006062