

L120000043571

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

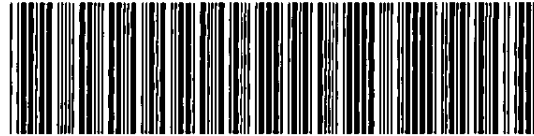
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer: .

*Conversion
will wait*

Office Use Only



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03/29/12--01019--023 **185.00

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DEPARTMENT OF STATE
12 MAR 29 PM 1:53

FILED
2012 MAR 29 PM 2:12
J. SAULSBERRY
EXAMINER
TALLAHASSEE, FLORIDA

MAR 29 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: R.F. D'AGOSTINO HOLDING L.L.C.
(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:

RONALD F. D'AGOSTINO
(Contact Person)

R.F. D'Agostino Holding, LLC.
(Firm/Company)

1348 EAST SCHWARTZ Blvd
(Address)

Lady Lake FL 32159
(City, State and Zip Code)

rend@rfdinsurance.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

_____ at (508) 944-6185
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization) ☐ \$155.00 Filing Fees and Certificate of Status ☒ \$180.00 Filing Fees and Certified Copy ☒ \$185.00 Filing Fees, Certified Copy, and Certificate of Status

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

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

SECRETARY OF 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:

R. F. D'AGOSTINO HOLDING, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LLC / Limited Liability C

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of NEVADA

(Enter state, or if a non-U.S. entity, the name of the country)

on MARCH 3RD 2006

(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:

NEVADA

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

R.F. D'AGOSTINO HOLDING, LLC.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: MARCH 29th 2012

(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.

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TALLAHASSEE, FLORIDA

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Signed this 29th day of MARCH 2012.

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: RONALD F. D'AGOSTINO Title: MANAGING MEMBER

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: RONALD F. D'AGOSTINO Title: MANAGING MEMBER

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)

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TALLAHASSEE, FLORIDA

FEIN # 74-3177439

Limited Liability Company Articles of Organization

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TALLAHASSEE, FLORIDA

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We, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO THE Statutes of the State of Florida, do hereby state and certify the following:

1. The name of the Liability Company shall be R.F. D'Agostino Holding, LIMITED LIABILITY COMPANY.
2. The registered office of the company is located at 1348 East Schwartz Blvd, City of Lady Lake, State of Florida. Its registered agent is Ronald F. D'Agostino for service of process.
3. The principal place of business of the Company is located at 1348 East Schwartz Blvd, City of Lady Lake, State of Florida.
4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State.
5. The company shall have a duration of 30 years and it shall dissolve at the end of said time frame.
6. Indemnification.
 - a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe

his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

- b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnization; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
- c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

7. Composition of management. The management of the company will be vested in a board of managers, consisting of a number not more than one, who are required to be members of the company, designated in accordance with the terms of the company operating agreement.

8. The names and addresses of the Manager(s) of the Company are as follows:

Ronald F. D'Agostino
1348 East Schwartz Blvd Lady Lake Fl 32159

9. The amount of capital each Member has contributed or has agreed to contribute:

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TALLAHASSEE, FLORIDA

**Member
Capital Contributed**

See Schedule " A "

Ronald F. D'Agostino

10. The company shall have the right to add additional Members according to the terms of the Operating Agreement.

11. The Members may only discontinue business upon an event of dissolution only according to the terms of the Operating Agreement.

12. The company shall be initially organized with One Member.

MANAGING MEMBER:

off Registered Agent

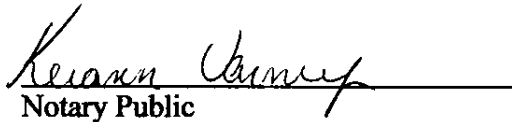

Signature

STATE OF: Florida

COUNTY OF: *Lake*

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TALLAHASSEE, FLORIDA

On the 29 day of March, 2012, personally appeared
before me Ronald D'Agostino, the signer of the within
instrument, who duly acknowledged to me that they executed the same.


Notary Public

KERIANN VARNEY
Notary Public, State of Florida
My Comm. Expires Mar. 07, 2015
No. EE 71121

955 Bichara Blvd The Villages FL
Residing at: 32159

Mar 07, 2015
My Commission expires:

Schedule "A"

Attached to THE R.F. D'AGOSTINO HOLDING LIMITED LIABILITY COMPANY,
Dated the 29th day of March, 2012.

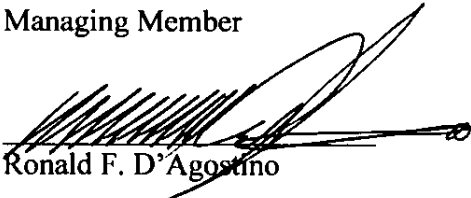
A. The following vehicles:

1. 2005 Toyota Prius Sedan VI # JTDKB20U957023390

2. 2002 Club Car Golf Cart VI # 7A0302-243015

The above - described vehicles are hereby conveyed to said
R.F. D'AGOSTINO HOLDING, LIMITED LIABILITY COMPANY

Managing Member

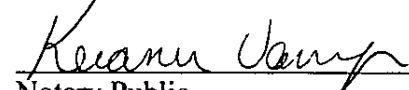

Ronald F. D'Agostino

State of : Florida

County of: Lake

On the 29 day of March, 2012, personally appeared before me
Ronald D'Agostino, the signer of the within instrument, who duly
acknowledged to me that he executed the same.

KERIANN VARNEY
Notary Public, State of Florida
My Comm. Expires Mar. 07, 2015
No. EE 71121


Notary Public
955 Bichara Blvd The Villages, FL 32159
Residing at:
Mar 07, 2015
My Commission Expires

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TALLAHASSEE, FLORIDA