

L12000117770

(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:

Office Use Only



000239084780

08/31/12--01010--015 **155.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP 13 PM 11:46

h95h-att

SEP 14 2012
T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MS&W Groves, 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:

Jamie Atherton

(Contact Person)

Eugene E. Waldron, Jr., P.A.

(Firm/Company)

124 North Brevard Avenue

(Address)

Arcadia, Florida 34266

(City, State and Zip Code)

ewaldron@eewj.com

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

For further information concerning this matter, please call:

Jamie Atherton

at (863) 494-4323

(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

EUGENE E. WALDRON, JR., P.A.
ATTORNEYS AT LAW

EUGENE E. WALDRON, JR.
CONNIE L. COLLINS

124 NORTH BREVARD AVENUE
ARCADIA, FLORIDA 34266
863-494-4323
863-494-6790 FAX

PLEASE REPLY TO: Arcadia office

12687 SW COUNTY ROAD 769
SUITE 2-B
LAKE SUZY, FLORIDA 34269
941-255-9182
941-255-9453 FAX

E-MAIL ADDRESS: EWaldron@eewj.com

August 29, 2012

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

RE: MS&W Groves Partnership conversion to MS&W Groves, LLC
My File No.: 005417.04

To whom it may concern:

Enclosed for filing are the following documents:

1. Certificate of Conversion; and
2. Articles of Organization.

Also, enclosed is this Firm's check in the amount of \$155.00 representing payment of the fees required to convert an "Other Business Entity" into a "Florida Limited Liability Company". I have provided a self-addressed envelope for the return of the filed Certificate and Articles.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Jamie C. Atherton, FRP
Paralegal to Eugene E. Waldron, Jr.

/jca
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

12 SEP 13 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 4, 2012

JAMIE ATHERTON
EUGENE E WALDRON JR PA
124 N BREVARD AVE
ARCADIA, FL 34266

SUBJECT: MS&W GROVES, LLC
Ref. Number: W12000045644

We have received your document for MS&W GROVES, LLC and your check(s) totaling \$155.00. 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 the corrected original and one copy of 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.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 812A00022366

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:

MS&W Groves Partnership
(Enter Name of Other Business Entity)

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 March 14, 2004 9/13/12
(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:

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

MS&W Groves, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP 13 PM 11:46

Signed this 28th day of August 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: Kay Mercer Wise
Printed Name: Kay Mercer Wise Title: partner/mgr

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: Raymond P. Stewart
Printed Name: Raymond P. Stewart Title: Partner

Signature: William P. Mercer
Printed Name: William P. Mercer Title: Partner

Signature: William P. Wise
Printed Name: William P. Wise Title: Partner

Signature: Kay Mercer Wise
Printed Name: Kay Mercer Wise Title: Partner

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP 13 PM 11:46

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MS&W Groves, 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:

Mailing Address:

5614 NE Mercer Street
Arcadia, Florida 34266

5614 NE Mercer Street
Arcadia, Florida 34266

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:

Eugene E. Waldron, Jr., P.A.
Name

124 North Brevard Avenue
Florida street address (P.O. Box **NOT** acceptable)

Arcadia FL 34266
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..

Eugene E. Waldron Jr
Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP 13 PM 11:46

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:

MGRM

William P. Mercer

5268 NE Mercer Street

Arcadia, Florida 34266

MGRM

William P. Wise

5614 NE Mercer Street

Arcadia, Florida 34266

MGRM

Kay Mercer Wise

5614 NE Mercer Street

Arcadia, Florida 34266

MGRM

Raymond P. Stewart

Post Office Box 2526

Arcadia, Florida 34265

(Use attachment if necessary)

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

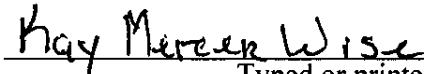
(The effective date: **1**) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND 2**) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date listed therein.)

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.)



Typed or printed name of signee