

L120000138519

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

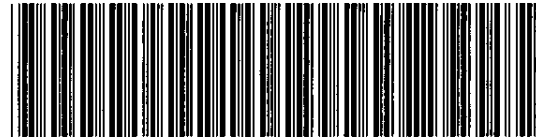
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

NOV - 5 2012

EXAMINER



400240654804

FILED
12 OCT 30 PM 1:01
SEC. OF STATE
TALLAHASSEE, FLORIDA

11/05/12--01002--024 **150.00

VANDEVENTER BLACK LLP

Lisa Cabrera
757.446.8544 - direct
757.446.8670 - fax
lcabrera@vanblk.com

101 W. Main Street • 500 World Trade Center • Norfolk, Virginia 23510 • Office 757.446.8600 • Fax 757.446.8670

October 24, 2012

Florida Dept. of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
12 OCT 30 PM 1:01
DIVISION OF STATE
TALLAHASSEE, FLORIDA

Re: Stonehaven Investments, LLC, a Virginia limited liability company
Our File No.: 05832-0002

Dear Sir or Madam:

Enclosed are the following documents for filing on behalf of our client:

1. Florida Department of State filing cover letter;
2. Certificate of Conversion for Other Business Entity into Florida Limited Liability Company for Stonehaven Investments, LLC, a Virginia limited liability company;
3. Articles of Organization for Stonehaven Investments, LLC; and
4. Our firm's check in the amount of \$150.00 for the filing fee.

Please return acknowledgment of the filing to my attention at the address above. Thank you for your assistance.

Very truly yours,

VANDEVENTER BLACK LLP



Lisa Cabrera
Corporate Paralegal

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: STONEHAVEN INVESTMENTS, 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:

LISA CABRERA

(Contact Person)

VANDEVENTER BLACK LLP

(Firm/Company)

101 W. MAIN ST., SUITE 500

(Address)

NORFOLK, VA 23510

(City, State and Zip Code)

LCABRERA@VANBLK.COM

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

For further information concerning this matter, please call:

LISA CABRERA

(Name of Contact Person)

at (757) 446-8544

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

12 OCT 30 PM 1:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
12 OCT 30 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

STONEHAVEN INVESTMENTS, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY

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

first organized, formed or incorporated under the laws of VIRGINIA

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

on FEBRUARY 3, 2000

(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**:

STONEHAVEN INVESTMENTS, 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.

Signed this 10th day of OCTOBER 20 12.

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.

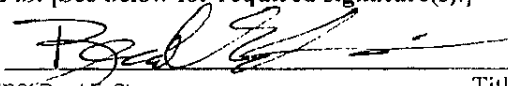
Signature of Member or Authorized Representative: 

Printed Name: Rand E. Shapiro

Title: Trustee

Member: S and S Enterprises of Norfolk, Inc. Profit Sharing Plan and Trust

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: Rand E. Shapiro

Title: Trustee

Member: S and S Enterprises of Norfolk Inc. Profit Sharing Plan and Trust

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

STONEHAVEN INVESTMENTS, 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:

17380 DUNEDEN COURT

BOCA RATON, FL 33496

Mailing Address:

17380 DUNEDEN COURT

BOCA RATON, FL 33496

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:

S & S Management Enterprises, Inc.

Name

17380 Duneden Court

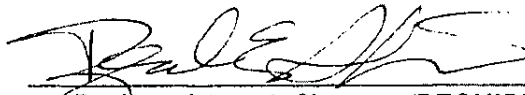
Florida street address (P.O. Box **NOT** acceptable)

Boca Raton

FL 33496

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.



Registered Agent's Signature (REQUIRED)

Rand-E. Shapiro, President of S & S Management Enterprises, Inc.

(CONTINUED)

FILED
12 OCT 30 PM 4:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGRM

S and S Enterprises of Norfolk, Inc.

Profit Sharing Plan and Trust

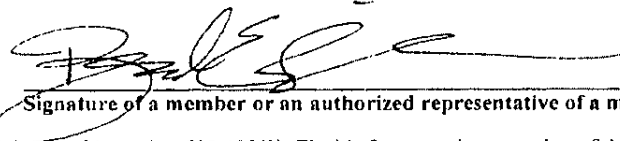
(Use attachment if necessary)

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.)

Rand E. Shapiro, Trustee of Managing Member

Typed or printed name of signee