

L120000150250

(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:

NOV 30 2012
L. SELLERS

Office Use Only



800239346338

11/30/12--01009--006 **97.50

800239346338
04/20/12--01002--006 **77.50

FILED
12 NOV 28 PM 4:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA



130 Park Avenue South • Winter Park, Florida 32789 | Mail: P.O. Box 2706 • Winter Park, Florida 32790
P: 407.622.4500 • F: 407.622.4508 • www.hames-law.com

November 16, 2012

Florida Department of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

RE: Baldwin Brothers NSB, LLC

Baldwin Brothers General Partnership has been in existence since October 1, 1996. It sought to convert to a *limited liability company*. The effort to do so was commenced in April of this year, but the documents prepared and the process undertaken by this office was incorrect. Subsequently, thought was given to creating a new entity and merging the general partnership and the new limited liability company. That process does not work inasmuch as the existing tax I.D. number for Baldwin Brothers General Partnership must be preserved as the tax I.D. number for the new converted entity.

I last wrote this office on September 4, 2012, asking for guidance. I did not have any response to that inquiry. A copy of that letter is attached.

At this juncture we would like to do the following:

1. Baldwin Brothers General Partnership was formally registered on April 4, 2012. The document number assigned was GP1200000518.

2. Baldwin Brothers NSB, LLC was formed on April 5, 2012, and assigned document number L120000047151.

3. We would like to file a Certificate of Conversion, converting Baldwin Brothers General Partnership to Baldwin Brothers NSB, LLC. In order to do so, we will need to change the name of the existing Baldwin Brothers NSB, LLC entity. A copy of the Articles of Amendment to the Articles of Organization of Baldwin Brothers NSB, LLC is also attached, changing its name to Baldwin Brothers Holdings, LLC. Accompanying that is a letter from that entity authorizing the use of the name Baldwin Brothers NSB, LLC by James R. Baldwin, who is forming a new entity, the subject of the Certificate of Conversion.

4. Certificate of Conversion and Articles of Organization for Florida limited liability company.

Please review the documents and withdraw from our account (H1200089461-3) the necessary funds to accomplish this.

Thank you in advance for your assistance.

Sincerely yours,



Laurence C. Hames

LCH/ep

Enclosure

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:

Baldwin Brothers General 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 October 1, 1996.
 (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**:

Baldwin Brothers NSB, 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.

DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA
 12 NOV 28 PM 4:38
FILED

Signed this 16th day of November 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: James R. Baldwin

Title: 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: James R. Baldwin

Title: General Partner

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:

Baldwin Brothers NSB, 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:

130 Park Avenue South
Winter Park, Florida 32789

130 Park Avenue South
Winter Park, Florida 32789

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:

Laurence C. Hames

Name

130 Park Avenue South

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

Winter Park FL 32789

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.

Laurence C. Hames

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

FILED
12 NOV 28 PM 4: 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

James R. Baldwin

One North Causeway

New Smyrna Beach, Florida 32169

MGRM

Richard O. Baldwin

550 Dale Avenue

Winter Park, Florida 32789

(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.)

~~Laurence C Hames~~ **JAMES R. BALDWIN**

Typed or printed name of signee