

L12000153734

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

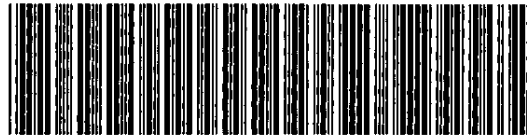
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300242402173

300242402173
12/07/12--01012--009 **150.00

FILED
2012 DEC -7 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE
DEC 10 2012
EXAMINER



Reply to: Jacksonville

December 5, 2012

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Conversion for Boardwalk Farms of Florida

Dear Sir or Madam:

Enclosed please find Certificate of Conversion for Boardwalk Farms of Florida, along with a check for the appropriate filing fee of \$150.00.

Thank you,


Leslie M. Miller

/lm
Enclosures

RECEIVED
TALLAHASSEE, FLORIDA
2012 DEC -7 AM 11:06

See Things Differently

BRADENTON
101 Riverfront Boulevard
Suite 620
Bradenton, Florida 34205
p | 941-708-4040 • f | 941-708-4024

JACKSONVILLE
245 Riverside Avenue
Suite 150
Jacksonville, Florida 32202
p | 904-353-6410 • f | 904-353-7619

TALLAHASSEE
315 South Calhoun Street
Suite 830
Tallahassee, Florida 32301
p | 850-222-5702 • f | 850-224-9242

WEST PALM BEACH
515 North Flagler Drive
Suite 1500
West Palm Beach, Florida 33401
p | 561-640-0820 • f | 561-640-8202

www.llw-law.com

CERTIFICATE OF CONVERSION
FOR
BOARDWALK FARMS OF FLORIDA, A FLORIDA PARTNERSHIP
INTO A
FLORIDA LIMITED LIABILITY COMPANY

6812-1172

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following Florida Partnership, a general partnership, into a Florida Limited Liability Company under §608.439, F.S.

1. The name of the other business entity immediately prior to the filing of this Certificate of Conversion is: Boardwalk Farms of Florida.
2. The other business entity is a general partnership, first organized and formed under the laws of the State of Florida on August 9, 2012.
3. The other business entity remains a Florida partnership.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: Flagler Farms of Florida, LLC
5. The effective date of conversion will be the filing date.
6. The conversion is permitted by the applicable laws governing the other business entity and the conversion complies with these laws and the requirements of §608.439, F.S., in effecting the conversion.
7. The other business entity, Boardwalk Farms of Florida, a partnership, currently exists on the official records of the jurisdiction under which it is currently organized and formed.

Dated this 30 day of November, 2012.

Signature of Member: Weston H. Thigpen
Weston H. Thigpen, Authorized Representative
of Managing Member

Signature on behalf of Other Business Entity

Signature: Weston H. Thigpen
Weston H. Thigpen, General Partner

The above signing individual affirm that the facts stated in this document are true and acknowledge that inclusion of any false information constitutes a third degree felony as provided in §817.3155, F.S.

ARTICLES OF ORGANIZATION
OF
FLAGLER FARMS OF FLORIDA, LLC

The undersigned organizer a natural person competent to contract, and agent of one of the initial members of the Company, presents these Articles for the formation of a limited liability company under the Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I

The name of the Company is Flagler Farms of Florida, LLC.

ARTICLE II

The effective date is the date on which the Certificate of Conversion, from a Florida general partnership to a Florida limited liability company for this entity is filed. The Company will exist perpetually.

ARTICLE III

The principal office of the Company initially will be at 12443 San Jose Blvd., Suite 201, Jacksonville, FL 32223. The principal office may be moved to any address that the members may choose. But the principal office will be in the State of Florida. The mailing address of the Company is P.O. Box 600277, Jacksonville, FL 32260-0277.

ARTICLE IV

The registered office will be, and the registered agent at that same address are:

Agent

Weston H. Thigpen

Registered Office Address

12443 San Jose Blvd., Suite 201
Jacksonville, FL 32223

ARTICLE V

Admission of new members will be as set forth in the Operating Agreement of the Company.

ARTICLE VI

The death, incapacity, retirement, resignation, expulsion, bankruptcy, dissolution, or occurrence of any other event that terminates the continued membership of a member will not prevent the remaining members from continuing to operate the Company.

ARTICLE VII

Overall management of the Company is reserved to the members of the Company. The members appoint the following persons to be the initial Managing Members:

<u>Name</u>	<u>Address</u>
Julington Creek Farms, LLC	12443 San Jose Blvd., Suite 201 Jacksonville, FL 32223
Boardwalk Farms, LLC	349 County Hwy M Coloma WI 54930
Oneida Potato Exchange, LLC	5901 Fire Lane Rhineland WI 54501

ARTICLE VIII

The general nature of the business that will be transacted by the Company is any legally permissible activity, including farming and crop brokerage.

ARTICLE IX

No contract or other transaction between the Company and any other company will be affected by the fact that any member of this Company is interested in or is a member

of the other company. Every person who may become a member of the Company is relieved from any liability that might otherwise exist from contracting with the Company for the benefit of the member or any firm, association, or company in which the member may be interested in any way. The foregoing is subject to the member informing the other members of the interest in the other company.

ARTICLE X

The Company will have the power to enter into, for the benefit of its members, employees, or both, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a health insurance plan, or other retirement or incentive compensation plans. The Company will have the power to make loans, secured or unsecured, to its members, providing the members are active participants in the operation of the Company.

ARTICLE XI

The Company will indemnify any and all persons who serve, or have served at any time as member, manager, or managing member of the Company, and may indemnify any person who is or was an employee or agent of the Company. Indemnification will be subject to the general standards for managers and managing members, as set forth in the Act.

ARTICLE XII

The name and address of the organizer and person signing these Articles of Organization are:

Name

Howard A. Caplan

Address

245 Riverside Ave., Suite 150
Jacksonville, FL 32202

The undersigned organizer has executed these Articles of Organization, this 30 day of
November, 2012.


Howard A. Caplan

2012 DEC -7 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FL 32399

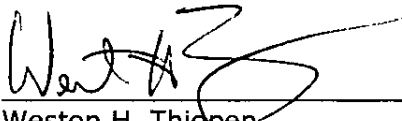
ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designated in the Articles of Organization to which this is attached, I accept to act in this capacity, and agree to comply with the provisions of law relative to the registered office.

Dated this 30 day of November, 2012.

WESTON H. THIGPEN



Weston H. Thigpen

2012 DEC -7 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA