

L12000154461

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

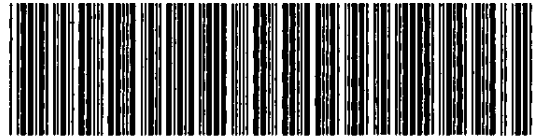
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100242300611

12/10/12--01025--001 **150.00

FILED
2012 DEC 10 PM 12:29
T. CLIN
DEC 11 2012
EXAMINER
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Norton ■ Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

1819 Main Street, Suite 610
Sarasota, FL 34236
Telephone: 941.954.4691
Fax: 941.954.2128
www.nhslaw.com

John M. Compton
Also licensed in Alabama

Philip N. Hammersley
Certified Circuit
Court Mediator

Eric R. Hoonhout

Michael P. Infanti

Darren R. Inverso

E. John Lopez
Board-Certified Wills,
Trusts & Estates
Board-Certified Taxation

J. Derrick Maginness

Sam D. Norton
Board-Certified
Real Estate

Peter Z. Skokos

December 4, 2012

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

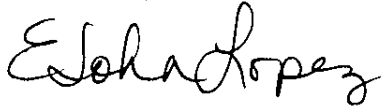
RE: Conversion of corporation to limited liability company

Dear sir or madam:

The enclosed Certificate of Conversion, Articles of Organization and fees in the amount of \$150.00 are submitted to convert a corporation into a Florida limited liability company in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to the undersigned. If you have any questions, please do not hesitate to contact me.

Very truly yours,



E. John Lopez
Email: johnlopez@nhslaw.com

cc: Steven Baker
Shirley E. Fieber, CPA

FILED
2012 DEC 10 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

DISCLOSURE UNDER TREASURY CIRCULAR 230: To ensure compliance with Treasury Department Regulations, we advise you that, unless expressly indicated, any federal tax advice contained in this message or any attachments cannot be used for the purpose of (i) avoiding penalties imposed by the Internal Revenue Code, or (ii) promoting, marketing, or recommending to another party any matters addressed herein.

CERTIFICATE OF CONVERSION
FOR
SUSTAINABLE EARTH PRODUCTS CORPORATION
INTO
SUSTAINABLE EARTH PRODUCTS, LLC

P11-48774

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 F.S. § 608.439.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: SUSTAINABLE EARTH PRODUCTS CORPORATION (the "Converting Entity").
2. The "Converting Entity" is a Florida corporation first formed under the laws of the state of Florida on May 23, 2011, Document No. P11000048776, and the jurisdiction has not changed.
3. The Converting Entity has been converted into a Florida limited liability company in compliance with Chapter 607 and Chapter 608, Florida Statutes.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: SUSTAINABLE EARTH PRODUCTS, LLC (the "Converted Entity").
5. A Plan of Conversion for the Converting Entity was duly authorized and approved in accordance with Chapter 620, Florida Statutes.
6. The conversion was approved as required by the governing law of the Converted Entity.
7. The effective date of Conversion to a Florida Limited Liability Company is the date this Certificate of Conversion and the Articles of Organization of the Converted Entity are filed with the Florida Department of State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 DEC 10 PM 12:28

FILED

In witness whereof the undersigned president has executed this Certificate of Conversion on October 24, 2012 and affirms that the facts stated in this document are true.

SUSTAINABLE EARTH
PRODUCTS CORPORATION

By: Richard A. Vannucci
RICHARD A. VANNUCCI, President

In witness whereof the undersigned member has executed this Certificate of Conversion on October 24, 2012 and affirms that the facts stated in this document are true.

Walter G. Mills
WALTER G. MILLS,
Managing Member of
SUSTAINABLE EARTH
PRODUCTS, LLC

FILED

2012 DEC 10 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SUSTAINABLE EARTH PRODUCTS, LLC

The undersigned person, acting as the organizer of SUSTAINABLE EARTH PRODUCTS, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is:

SUSTAINABLE EARTH PRODUCTS, LLC

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 3301 WHITFIELD AVENUE, SARASOTA, FLORIDA 34243, and the name of the company's initial registered agent at that address is WALTER G. MILLS.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 DEC 10 PM 12:29

FILED

ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 3301 WHITFIELD AVENUE, SARASOTA, FLORIDA 34243.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of a majority in interest of the then-existing members and upon such terms and conditions as shall be set forth in its regulations.

ARTICLE VII - MANAGEMENT BY MEMBERS

The business of the company shall be managed by the members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE IX - ORGANIZER

The name and street address of the organizer executing the Articles of Organization is:

WALTER G. MILLS
3301 WHITFIELD AVENUE
SARASOTA, FLORIDA 34243

2012 DEC 10 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE X - TERMINATION OF MEMBERSHIP INTEREST


The company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority in interest of the members and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: October 24, 2012.

(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.)


WALTER G. MILLS,
Member

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That SUSTAINABLE EARTH PRODUCTS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 3301 WHITFIELD AVENUE, SARASOTA, FLORIDA 34243,
(4443-25 00687030.DOC;1 10/19/2012)

2012 DEC 10 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

has named WALTER G. MILLS as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for SUSTAINABLE EARTH PRODUCTS, LLC, at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: October 24, 2012.



WALTER G. MILLS

FILED
2012 DEC 10 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA