

L13000032884

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

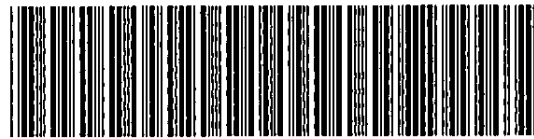
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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02/28/13--01023--004 **300.00

2013 MAR -1 PM 3:43
CLERK OF SUPERIOR COURT
ALABAMA

FILED

MAR 04 2013

D. BRUCE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 1, 2013

ROBERT L. LANCASTER
3001 TAMiami TRAIL NORTH, SUITE 400
NAPLES, FL 34103

SUBJECT: T SCHOLTEN CONSTRUCTION, LLC
Ref. Number: W13000012492

We have received your document for T SCHOLTEN CONSTRUCTION, LLC and your check(s) totaling \$300.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return 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.

Deborah Bruce
Regulatory Specialist II

Letter Number: 513A00005006

CUMMINGS & LOCKWOOD LLC

Robert L. Lancaster
Principal
Naples Private Clients Group
Master of Laws in Taxation

239.649.3178 Direct
239.430.3355 Fax
rlancaster@cl-law.com
www.cl-law.com

Street Address:
Collier Place II
3001 Tamiami Trail North
Suite 400
Naples, FL 34103

Post Office Address:
P.O. Box 413032
Naples, FL 34101

239.262.8311 Phone
239.263.0703 Fax

February 27, 2013

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Certificates of Conversion Enclosed

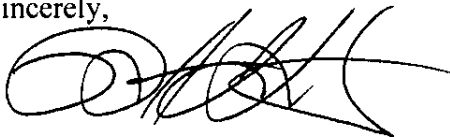
Enclosed for processing please find Certificates of Conversion and Articles of Organization for the following entities:

1. T Scholten Construction, Inc. (P12000080032); and
2. T Scholten Builder, Inc. (P12000080054).

Additionally, a check is enclosed in the amount of \$300 payable to the Florida Department of State for the filing fees owed for the Conversion and Articles of Organization for the above-designated entities. Please process these conversion documents as soon as possible.

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

Sincerely,



Robert L. Lancaster

Enclosures

cc: Thomas M. Scholten (w/out enclosures)

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FEB 27 2013
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

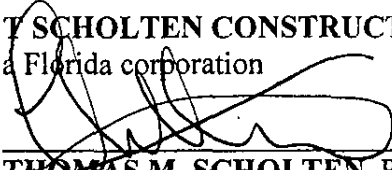
**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 608.439 of the Florida Statutes, the following "**Other Business Entity**" hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

1. The name of the "**Other Business Entity**" immediately prior to the filing of this document was the **T SCHOLTEN CONSTRUCTION, INC.** P12060080032
2. The "**Other Business Entity**" was a Florida corporation first formed on September 20, 2012, under the laws of Florida.
3. After the filing of this document, the "**Other Business Entity**" shall become a Florida Limited Liability Company to be known as **T SCHOLTEN CONSTRUCTION, LLC**, as set forth in the attached articles of organization.

Dated this 21st day of February, 2013.

T SCHOLTEN CONSTRUCTION, INC.,
a Florida corporation


THOMAS M. SCHOLTEN, President
and Manager

(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.)

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CLERK OF CIRCUIT COURT
FLORIDA

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

T SCHOLTEN CONSTRUCTION, LLC

ARTICLE I

Name

The name of this limited liability company is **T SCHOLTEN CONSTRUCTION, LLC** (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company are:

3940 Radio Road,
Suite 112
Naples, FL 34104

ARTICLE III

Purpose

The purpose for which this limited liability company is organized is for any and all lawful business as a limited liability company.

ARTICLE IV

Duration

The period of duration for the Company is perpetual.

ARTICLE V

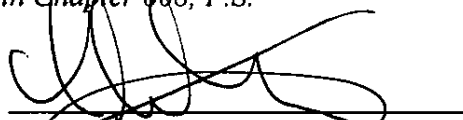
Registered Office and Agent

The name and the Florida street address of the registered agent are:

THOMAS M. SCHOLTEN
3940 Radio Road,
Suite 112
Naples, FL 34104

2013 Jan -1 PM 3:45
T SCHOLTEN
FLORIDA

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.



THOMAS M. SCHOLTEN

ARTICLE VI Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

THOMAS M. SCHOLTEN
3940 Radio Road,
Suite 112
Naples, FL 34104

ARTICLE VII Limitation on Agency Authority of Members


Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

ARTICLE VIII Written Operating Agreement

Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

Dated this 21st day of February, 2013.

By:



ROBERT L. LANCASTER
Authorized Representative

(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.)

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FILED
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CLERK OF CIRCUIT COURT
JACKSONVILLE FLORIDA