

#L13000117685

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
AUG 20 2013



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 13, 2013

CLARK PARTINGTON HART LARRY BOND & STACKHOUSE
FARRAR J BARKER
34990 EMERALD COAST PKWY, STE. 301
DESTIN, FL 32541

SUBJECT: P & R WYANT FARMS, LLC
Ref. Number: W13000045196

We have received your document for P & R WYANT FARMS, LLC and your check(s) totaling \$180.00. 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.

If you have any questions concerning the filing of your document, please call (850) 245-6870.

Karen A Saly
Regulatory Specialist II

Letter Number: 413A00019373

**CLARK PARTINGTON HART
LARRY BOND & STACKHOUSE**

ATTORNEYS AT LAW

Pensacola • Destin • Santa Rosa Beach • Tallahassee

Farrar J. Barker
Direct (850) 269-8869
Fax (850) 650-3305
fbarker@cphlaw.com

August 9, 2013

VIA FEDERAL EXPRESS

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

**Re: Certificate of Conversion and Articles of Organization -
P & R Wyant Farms, LLC**

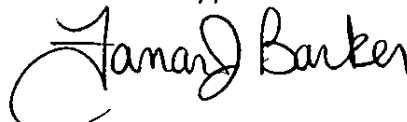
Dear Sir or Madam:

Enclosed please find a certificate of conversion and articles of organization for P & R Wyant Farms, LLC.

Please file and return evidence of filing to me in the enclosed prepaid envelope or by email (fbarker@cphlaw.com) or fax (850-650-3305).

If you have any questions, please do not hesitate to give me a call.

Yours truly,



FARRAR J. BARKER

A1422811.DOC

**CLARK PARTINGTON HART
LARRY BOND & STACKHOUSE**

ATTORNEYS AT LAW

Pensacola • Destin • Santa Rosa Beach • Tallahassee

Farrar J. Barker
Direct (850) 269-8869
Fax (850) 650-3305
fbarker@cphlaw.com

August 12, 2013

VIA FACSIMILE

**Registration Section
Division of Corporations
c/o Karen Saly
850-245-6030**

**Re: Certificate of Conversion and Articles of Organization -
P & R Wyant Farms, LLC**

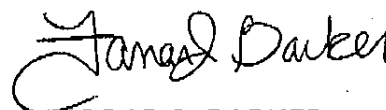
Dear Ms. Saly:

Enclosed please find the signature on behalf of the "Other Business Entity" for the certificate of conversion that was omitted from the original filing. I understand that we are entitled to an effective date of August 12, 2013 and request that this effective date be applied.

I apologize for the oversight, and I appreciate your assistance.

If you have any questions, please do not hesitate to give me a call.

Yours truly,


FARRAR J. BARKER

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

OF

P & R WYANT FARMS, LLC

This Certificate of Conversion and attached Articles of Organization are submitted to convert P & R Wyant Farms, LLC, a Nebraska limited liability company (the "Other Business Entity"), into a Florida limited liability company in accordance with Section 608.439, *Florida Statutes*.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is P & R Wyant Farms, LLC.

2. The "Other Business Entity" is a limited liability company first organized under the laws of the State of Nebraska on December 30, 2008.

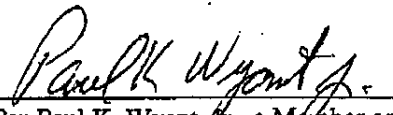
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is P & R Wyant Farms, LLC.

4. The conversion is permitted by, and complies with all requirements set forth in, Section 21-179 of the Nebraska Uniform Limited Liability Company Act and Section 608.439 of the Florida Statutes.

5. The "Other Business Entity" currently exists on the official records of the State of Nebraska, the jurisdiction under which it is currently organized.

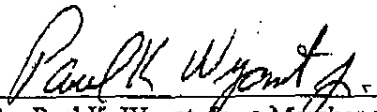
Dated this 9th day of August, 2013.

P & R WYANT FARMS, LLC


By: Paul K. Wyant, Jr., a Member and
authorized signatory

Signature on behalf of "Other Business Entity":

P & R WYANT FARMS, LLC


By: Paul K. Wyant, Jr., a Member and
authorized signatory

**ARTICLES OF ORGANIZATION
OF
P & R WYANT FARMS, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Paul K. Wyant, Jr., a natural person competent to contract and a member of P & R Wyant Farms, LLC, hereby presents these Articles of Organization as the Articles of Organization of P & R Wyant Farms, LLC, a limited liability company formed under the provisions of Chapter 608, *Florida Statutes*.

ARTICLE I - NAME

The name of the limited liability company is P & R Wyant Farms, LLC. This limited liability company is referred to in these Articles of Organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 42 Overlook Drive, Miramar Beach, FL 32550.

ARTICLE III - PURPOSES AND POWERS

The Company shall have all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, as such chapter presently exists and may hereafter be amended.

ARTICLE IV - DOMESTICATION AND TERM OF EXISTENCE

The Company was originally organized on December 30, 2008 in the State of Nebraska. Simultaneous herewith, the Company has filed a Certificate of Conversion, and the date for commencement of the Company's existence in Florida shall be the date such Certificate and these Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 42 Overlook Drive, Miramar Beach, FL 32550. The name of the registered agent at that address is Paul K. Wyant, Jr.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its members in accordance with the terms of the Operating Agreement for the Company. The names and addresses of the Members are:

Roseda M. Wyant Trust
8509 B. Street
Omaha, NE 68124

Paul K. Wyant, Sr. Trust
8509 B. Street
Omaha, NE 68124

Paul K. Wyant, Jr.
42 Overlook Drive
Destin, FL 32550

David R. Wyant
3219 South 220th Street
Elkhorn, NE 68022

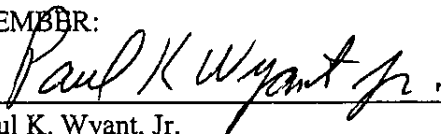
Robert C. Wyant
694 Plumtree Road
Glen Ellyn, IL 60137

ARTICLE VII - AMENDMENT

Unless otherwise provided in the Operating Agreement for the Company, these Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

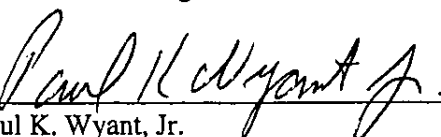
MEMBER:


Paul K. Wyant, Jr.

Date: August 9, 2013

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of P & R Wyant Farms, LLC. I am familiar with and accept the duties and obligations of such designation.


Paul K. Wyant, Jr.