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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

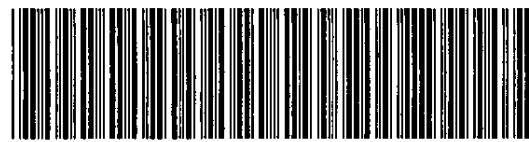
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SEP 17 2013
D. BRUCE

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pontano Farms, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Ilana Brunelle

(Contact Person)

Redgrave & Rosenthal LLP

(Firm/Company)

120 East Palmetto Park Road, Suite 400

(Address)

Boca Raton, Florida 33432-4809

(City, State and Zip Code)

marpontano@aol.com

E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Jennifer E. Zakin, Esq.

at (561) 347-1700

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

RECEIVED
FLORIDA DEPARTMENT OF STATE
REGISTRATION AND
RECORDS SECTION
TALLAHASSEE, FLORIDA

211 SEP 16 AM 11:41

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\$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) \$155.00 Filing Fees
and Certificate of
Status \$180.00 Filing Fees
and Certified Copy \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

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:

Pontano Farms, Inc.

(Enter Name of Other Business Entity)

2. The “Other Business Entity” is a corporation K79103.
(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 April 12, 1989.

(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:

N/A

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Pontano Farms, 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.)

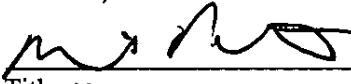
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The “Other Business Entity” currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 30 day of August 2013.

Signature of Member or Authorized Representative of Limited Liability Company:

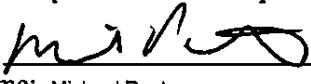
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 

Printed Name: Michael Pontano

Title: Manager

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: Michael Pontano

Title: Director, President and Secretary

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) |

2013 SEP 16 AM 11:41
S E C U R I T Y O F T H E
S T A T E O F F L O R I D A

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PLAN OF CONVERSION
to Convert Pontano Farms, Inc., a Florida Corporation
to Pontano Farms, LLC,
a Florida Limited Liability Company

The undersigned sole Shareholder of Pontano Farms, Inc., a Florida Corporation, and undersigned sole Member of Pontano Farms, LLC, a Florida Limited Liability Company, do hereby agree to and consent to this Plan of Conversion as set forth below.

1. The name and form of the organization before conversion is Pontano Farms, Inc., a profit corporation organized under the laws of Florida.
2. The name and form of the organization after conversion is Pontano Farms, LLC, a limited liability company organized under the laws of Florida.
3. The terms and conditions of the conversion are as follows: Upon conversion, the Michael Pontano Declaration of Trust dated May 7, 1998, as amended, shall receive 100% membership interest in Pontano Farms, LLC for its shares in Pontano Farms, Inc.
4. The organizational documents, including the Articles of Organization of Pontano Farms, LLC, are attached hereto and incorporated herein by reference.
5. The undersigned Shareholder and Member hereby authorize Michael Pontano, Trustee of the Michael Pontano Declaration of Trust dated May 7, 1998, as amended, to execute and file any and all documents required by the Florida Department of State to effectuate this conversion.

This Plan of Conversion is effective this 30 day of August 2013
and is hereby agreed to and signed by the Shareholder of Pontano Farms, Inc. and the sole Member
of Pontano Farms, LLC.

PONTANO FARMS, INC.

**BY: THE MICHAEL PONTANO DECLARATION OF
TRUST dated May 7, 1998, as amended**

By: Michael Pontano

Michael Pontano, Trustee

PONTANO FARMS, LLC

BY: THE MICHAEL PONTANO DECLARATION OF
TRUST dated May 7, 1998, as amended

By: Michael Pontano
Michael Pontano, Trustee

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CLERK'S OFFICE
STATE OF FLORIDA
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Pontano Farms, 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:

8075 State Road 7

Boynton Beach, Florida 33472

Mailing Address:

PO Box 740026

Boynton Beach, Florida 33474-0026

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:

Michael Pontano

Name

4465 Pine Tree Drive

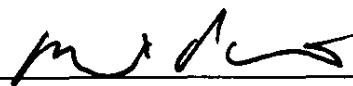
Florida street address (P.O. Box NOT acceptable)

Boynton Beach, FL 33436

City, State, and Zip

REC'D SEP 16 AM 11:45
REG'D
SECRETARY OF STATE
TALLAHASSEE, 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.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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

MGR

Michael Pontano
4465 Pine Tree Drive
Boynton Beach, Florida 33436

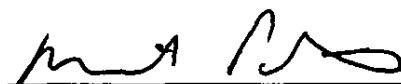
(Use attachment if necessary)

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.)

Michael Pontano

Typed or printed name of signee

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