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AND BUSINESS LITIGATION
\*LL. M. MASTERS IN TAXATION

ALSO ADMITTED IN IOWA
\*ALSO ADMITTED IN NEW YORK
ALSO ADMITTED IN PENNSYLVANIA
\*ALSO ADMITTED IN RHODE ISLAND

ALSO ADMITTED IN TEXAS

### MEMORANDUM

To:

Florida Department of State - Division of Corporations

From:

Jill Byrne, Legal Assistant to Joseph Najmy, Esq.

Date:

December 9, 2013

Subject:

**Domestication of PA Entities** 

Dear Sir/Madam:

Enclosed please find three separate domestication packets for the following Pennsylvania entities along with a check in the amount of \$450.00 (\$150 for Certificate of Conversion and \$125 for Articles of Organization for each entity). The entities are (i) 340 Blackburn Road, LLC, R&B Real Estate Development, LLC and Ryan Family Enterprises, LLC.

If you should need anything further please let me know. I can be reached at the Lakewood Ranch number above. Thank you.

ESTATE PLANNING • PROBATE • TRUSTS & ESTATES • CONDOMINIUM & HOMEOWNERS ASSOCIATION
BUSINESS & CORPORATE • REAL ESTATE • TAXATION • LAND USE & ZONING • LITIGATION • FAMILY & MARIITAL LAW

#### **COVER LETTER**

TO: Registration Section

Tallahassee, FL 32301

Division of Corporations		
SUBJECT: 340 BLACKBURN RO	AD, LLC	
(Name of	Resulting Florida Limited Company)	_
	articles of Organization, and fees are submitte imited Liability Company" in accordance with	
Please return all correspondence concerning	ng this matter to:	
JOSEPH L. NAJMY, ESQ.		
(Contact Person)		
NAJMY THOMPSON, P.L.		
(Firm/Company)	<del></del>	1 2 E
6320 VENTURE DRIVE, SUITE 104		13 DBC
(Address)	<del></del>	
LAKEWOOD RANCH, FL 34202		The state of the s
(City, State and Zip Code)		2 - 2
JNAJMY@NAJMYTHOMPSON.CO	OM	
E-mail address: (to be used for future annual repor	t notifications)	27
For further information concerning this ma	atter, please call:	
JILL E. BYRNE	at ( 941 ) 907-3999	
(Name of Contact Person)	(Area Code and Daytime Telephone Number	r)
Enclosed is a check for the following amo	ount:	
\$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  S185.00 Filing Fees, Certified Copy, and Certificate of Status	
STREET ADDRESS:	MAILING ADDRESS:	
Registration Section	Registration Section Division of Corporations	
Division of Corporations Clifton Building	P. O. Box 6327	
2661 Executive Center Circle	Tallahassee, FL 32314	

# CERTIFICATE OF CONVERSION For 340 BLACKBURN ROAD, LP Into 340 BLACKBURN ROAD, LLC

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Pennsylvania Limited Partnership, "340 BLACKBURN ROAD, LP" into a Florida Limited Liability Company in accordance with §608.439, Florida Statutes.

- 1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is 340 BLACKBURN ROAD, LP.
- 2. 340 BLACKBURN ROAD, LP is a limited partnership first formed under the laws of Pennsylvania on January 14, 2004.
- 3. The jurisdiction of 340 BLACKBURN ROAD, LP has now changed and is organized as a limited liability company under the law of the State of Florida.
- 4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is 340 BLACKBURN ROAD, LLC.
- 5. This conversion shall be effective on the date of filing.
- 6. The conversion is permitted by the applicable law(s) governing the 340 BLACKBURN ROAD, LP (the other business entity) and the conversion complies with such law(s) and the requirements of §608.439, F.S., in effecting the conversion.
- 7. 340 BLACKBURN ROAD, LP currently exists on the official records of Pennsylvania (the jurisdiction under which it is currently organized, formed or incorporated).

[SIGNATURES ON NEXT PAGE]

The undersigned hereby affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in §817.155, F.S.

Executed this Gth day of December, 2013.

340 BLACKBURN ROAD, LLC

By: ROBERT RYAN, as Manager

The undersigned hereby affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in §817.155, F.S.

340 BLACKBURN ROAD, LP

By: ROBERT RYAN, as General Partner

By: BETH RYAN, as General Partner

### ARTICLES OF ORGANIZATION OF 340 BLACKBURN ROAD, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, as amended, does hereby adopt the following Articles of Organization for such company:

#### ARTICLE I. NAME

The name of this company shall be 340 BLACKBURN ROAD, LLC; and shall be referred to herein as "the Company" or "this Company."

#### ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and the street address for the Company is 5207 Sand Lake Court, Sarasota, Florida 34238.

#### ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Company is as follows:

Najmy Thompson P.L. Attn: Joseph L. Najmy, Esq. 6320 Venture Drive, Suite 104 Lakewood Ranch, Florida 34202

#### ARTICLE IV. INDEMNIFICATION

This Company shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE V. MANAGEMENT OF COMPANY

This Company shall be managed by its Manager(s).

IN WITNESS WHEREOF, the undersigned, as the Organizer of the Company named above, has signed these Articles of Organization on this 4th day of 1200 mb (2013).

ROBERT RYAN, 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.

#### **ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, the firm hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the firm is familiar with and accepts the obligations of its position as Registered Agent as provided in Chapter 608, F.S.

Najmy Thompson, P.L.

By Marun

Joseph L. Najmy, as attorney with the firm

STATE OF FLORIDA COUNTY OF MANATEE

On the day of <u>Steen the</u>, 2013, Joseph L. Najmy, as an attorney with Najmy Thompson, P.L. and on behalf of Najmy Thompson, P.L. designated above as the entity who shall serve as this company's Registered Agent, who is personally known to me or who has produced as identification, personally appeared before me and signed these

Articles of Organization.

Notary Public, State of Florida

