

L14 000047927

(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:

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FILED  
MAR 21 2014  
TALLAHASSEE, FLORIDA

LEONARD MAR 24 2014

LAW OFFICES  
**BURCH, PORTER & JOHNSON**  
A PROFESSIONAL LIMITED LIABILITY COMPANY

130 NORTH COURT AVENUE  
MEMPHIS, TENNESSEE 38103  
TELEPHONE 901-524-5000  
FAX 901-524-5024

William A. Jones  
901-524-5145  
Email: [ajones@bpjlaw.com](mailto:ajones@bpjlaw.com)

March 20, 2014

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

Re: Certificate of Conversion

Dear Sir or Madam:

I have enclosed Certificate of Conversion and associated Articles of Organization for the following entities:

1. Michael W. Cook, LLC
2. WPH III, LLC
3. M.S. Cross, LLC
4. P.W. Cook, LLC
5. Betty Harper, LLC

I have also enclosed five (5) checks in the amount of \$185 for filing fees, certified copy and certificate of status for each of the above entities.

If you have any questions or concerns about any of the enclosed documents, please contact me at 901-524-5145 or [ajones@bpjlaw.com](mailto:ajones@bpjlaw.com). Thank you for your assistance with this matter.

Very truly yours,

BURCH, PORTER & JOHNSON, PLLC



William A. Jones

Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** P.W. Cook, 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. 605.1045, F.S.

Please return all correspondence concerning this matter to:

William A. Jones

(Contact Person)

Burch Porter Johnson, PLLC

(Firm/Company)

130 North Court Avenue

(Address)

Memphis, TN 38103

(City, State and Zip Code)

AJONES@BPJlaw.com

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

For further information concerning this matter, please call:

William Jones

at ( 901 ) 524-5145

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

RECEIVED  
TALLAHASSEE, FLORIDA  
14 MAR 21 12:10:21

**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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:  
P.W. Cook, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Nevada  
on 8/20/2010. (Enter state, or if a non-U.S. entity, the name of the country)  
(date of organization, formation or incorporation)

(Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
**P.W. Cook, LLC**  
 \_\_\_\_\_  
 (Enter Name of Florida Limited Liability Company)

(Enter Name of Florida Limited Liability Company)

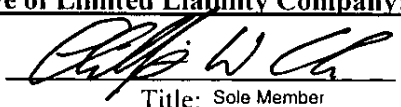
4. If not effective on the date of filing, enter the effective date: Filing Date.  
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

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Signed this 24 day of March 2014.

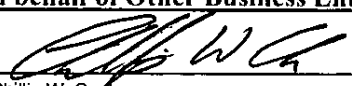
**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: 

Printed Name: Phillip W. Cook

Title: Sole Member

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: 

Printed Name: Phillip W. Cook

Title: Sole Member

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

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:**

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FILED  
MAR 21 2014  
TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

P.W. Cook, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

### Principal Office Address:

1675 N. Military Trail, Fifth Floor

Boca Raton, Florida 33486

### Mailing Address:

## 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:

CT Corporation System

Name

1200 South Pine Island Road

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

Plantation

FL 33324

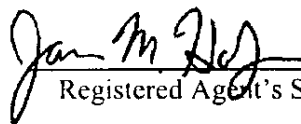
City

Zip

*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 605, F.S..*

James M. Halpin

Assistant Secretary



Registered Agent's Signature (REQUIRED)

(CONTINUED)

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
14 FEB 21 PM 10:21

**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

**Name and Address:**

Phillip W. Cook

6070 Poplar Avenue, Suite 300

Memphis, TN 38119

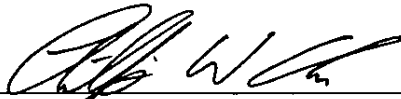
(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**ARTICLE VI:** Other provisions, if any.

**REQUIRED SIGNATURE:**



**Signature of a member or an authorized representative of a member.**

(In accordance with section 605.0203 (1) (b), 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.)

Phillip W. Cook

Typed or printed name of signer

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

14 APR 21 11:10:21  
STATE OF FLORIDA