

L14 0 00105353

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

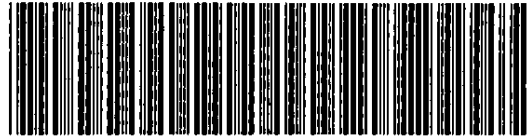
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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06/25/14--01026--018 \*\*185.00

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14 JUN 25 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUL 02 2014

2955



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 26, 2014

TERI WEYANDT  
1900 OLD DIXIE HWY  
FT PIERCE, FL 34946-1423

SUBJECT: EGAN CITRUS CO. LLC  
Ref. Number: W14000039829

We have received your document for EGAN CITRUS CO. LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 605, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return the corrected original and one copy of 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.

Justin M Shivers  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 214A00013879

# Egan Citrus Co. LLC

1900 Old Dixie Highway, Fort Pierce, Florida 34946-1423  
(772) 465-7555 Fax (772) 460-5012

June 24, 2014

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

**Via Federal Express**

RE: Egan Citrus Co. LLC

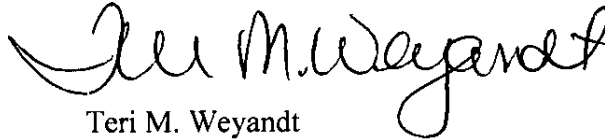
Dear Madam/Sir:

Please find enclosed the following documents converting Egan Citrus Co. to Egan Citrus Co. LLC to be filed with an effective date of June 26, 2014, along with a check in the amount of \$185.00 and a Federal Express envelope to return the certified copies and certificate of status.

1. Cover Letter
2. Articles of Conversion
3. Articles of Organization

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Teri M. Weyandt  
Paralegal to Richard M. Carnell, Jr., Esquire

/tmw  
Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Egan Citrus Co. LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles 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:

Richard M. Carnell, Jr.

(Contact Person)

Egan Citrus Co. LLC

(Firm/Company)

1900 Old Dixie Highway

(Address)

Ft. Pierce, Florida 34946

(City, State and Zip Code)

rcarnell@dneworld.com

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

For further information concerning this matter, please call:

Richard M. Carnell

at ( 772 ) 489-7275

(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

**Articles of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

The Articles 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 the Articles of Conversion is:  
Egan Citrus Co.

(Enter Name of Other Business Entity)

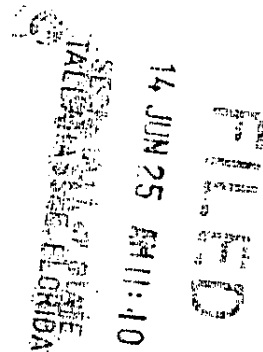
2. The "Other Business Entity" is a Corporation.  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida  
on 07/01/1998  
(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**:  
Egan Citrus Co. LLC  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective 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.



Signed this 21th day of June 20 14

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

Signature of Authorized Representative: [Signature]

Printed Name: Gregory P. Nelson

Title: President

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

Signature: [Signature]

Printed Name: Gregory P. Nelson

Title: Director/President

Signature: [Signature]

Printed Name: Richard M. Carnell, Jr.

Title: Director/VP/Sec.

Signature: [Signature]

Printed Name: Jeffrey Hurwitz

Title: Director/VP/Asst. Sec./Tres.

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  
14 JUN 25 AM 11:10  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
EGAN CITRUS CO. LLC**

The undersigned, under the provisions of Chapter 605 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

**ARTICLE I - Name**

The name of the Limited Liability Company is **EGAN CITRUS CO. LLC** (the "Company").

**ARTICLE II - Period of Duration**

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

**ARTICLE III - Purpose**

The Company was formed for any lawful purpose for which a limited liability company may be formed under the Act and may engage in any lawful business or activity. The Company shall have all powers permitted a limited liability company under the Act. The Company may be qualified or registered in any jurisdiction which the Company does business.

**ARTICLE IV - Address**

The mailing address and street address of the principal office of the Company is 1900 Old Dixie Highway, Ft. Pierce, Florida 34946.

**ARTICLE V - Registered Agent and Office**

The street address of the Company's initial registered office is 1900 Old Dixie Highway, Fort Pierce, Florida 34946, and the name of its initial registered agent at such office is Richard M. Carnell, Jr.

**ARTICLE VI - Management**

The Company will be managed by one or more Managers appointed by the Member or Members in accordance with the terms of the Operating Agreement. As such, the Company will be Manager-Managed. The Managers will be designated as the President, Secretary and Treasurer of the Company, and may also be designated as Vice Presidents, Assistant Secretaries and Assistant Treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as Directors under the Operating Agreement who shall act in a manner similar to the Directors of a corporation. The Member or Members, at a meeting of the members held not less than annually, shall designate the Managers, who may also be Members, and the positions that these Managers will hold. The initial Managers, who shall serve until the first annual meeting of the Members or until their successors are elected and qualify, and their designations shall be as follows:

Name:

Position:

Gregory P. Nelson

President

Richard M. Carnell, Jr.

Vice President/Secretary

Jeffrey Hurwitz

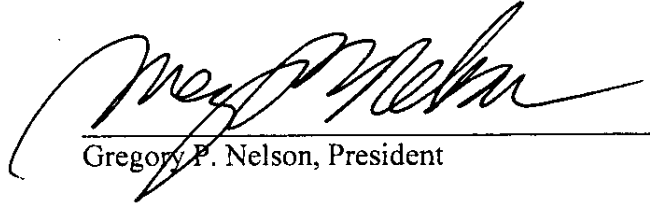
Vice President/Asst. Secretary/Treasurer

**ARTICLE VII – Indemnification**

Except as expressly provided in the Operating Agreement, the Company shall indemnify any Member, Manager, or former Member or Manager to the full extent permitted under the Act.

**ARTICLE VIII – Effective Date**

The effective date for these Articles of Organization shall be June 26, 2014.



Gregory P. Nelson, President

Date: June 24, 2014



**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 605.



Richard M. Carnell

Date: June 24, 2014

*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.*

FILED  
14 JUN 25 AM 11:10  
STATE  
TALLAHASSEE, FLORIDA