

L14 000157670

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

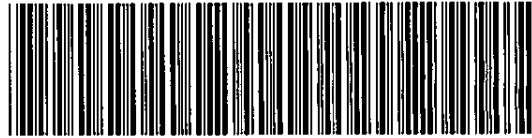
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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10/08/14--01001--002 **160.00

10/09/14--01004--016 **20.00

RECEIVED
DEPARTMENT OF STATE
14 OCT - 7 PM 2:22

14 OCT - 7 AM 9:13
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FELIX/ANSEL RECORDS

FILED



October 7, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9302808 SO
Customer Reference 1: D390298
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

LAFAYETTE FARM LLC (FL)
Misc - Domestic LLC Filing - Conversion Filing
Florida

LAFAYETTE FARM LLC (FL)
Formation
Florida

LAFAYETTE FARM LLC (FL)
Cert Copy of Articles of Org
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 8, 2014

CT

SUBJECT: LAFAYETTE FARM LLC
Ref. Number: W14000061205

We have received your document for LAFAYETTE FARM LLC and check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$20.00.

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: 314A00021465

RE-SUBMIT

Please retain original filing
date of submission 10/7

www.sunbiz.org

**ARTICLES OF CONVERSION
FOR
CONVERSION OF
A FOREIGN LIMITED LIABILITY COMPANY
INTO
A FLORIDA LIMITED LIABILITY COMPANY**

These Articles of Conversion and the attached Articles of Organization are submitted to convert the following foreign limited liability company into a Florida limited liability company in accordance with Section 605.1041 through 605.1046, F.S.:

1. The name, jurisdiction of formation, and type of entity of the foreign entity (the "Converting Entity") immediately prior to the Effective Time (as defined below) is:

Name	Jurisdiction of Formation	Type of Entity
Lafayette Farm LLC	South Carolina	limited liability company

2. The name, jurisdiction of formation, and type of entity of the resulting entity (the "Converted Entity") immediately after the Effective Time is:

Name	Jurisdiction of Formation	Type of Entity
Lafayette Farm LLC	Florida	limited liability company

3. The conversion was approved by the Converting Entity in accordance with the law of its jurisdiction of formation and by each member of the Converting Entity who, as a result of the conversion, will have interest holder liability under 605.1043(1)(b), F.S., and whose approval is required.

4. The text of the Converted Entity's public organic record (i.e., the Converted Entity's Articles of Organization) is attached hereto as Exhibit A.

5. The Converted Entity has agreed to pay all of the members of any limited liability company with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061 through 605.1072, F.S.

7. The effective time (the "Effective Time") of the conversion is:

October 7, 2014 at 11:59 p.m. local time.

[Remainder of page intentionally left blank.]

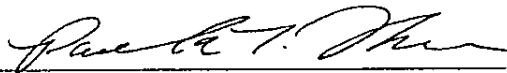
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FALLS CHURCH, VIRGINIA
OCT 14 2014

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ARTICLE
FILED

Signed this 29th day of September, 2014.

LAFAYETTE FARM LLC

By: 
Name: Pamela T. Vance
Title: Member

FILED

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SEAL OF THE STATE OF FLORIDA
TALLAHASSEE, FLORIDA

EXHIBIT A

ARTICLES OF ORGANIZATION OF LAFAYETTE FARM, LLC

[See attached]

ARTICLES OF ORGANIZATION
FOR
LAFAYETTE FARM LLC

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE 1
NAME

The name of the Limited Liability Company is Lafayette Farm LLC (the "Company").

ARTICLE 2
DURATION

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE 3
NATURE OF BUSINESS

The Company is organized for the purpose of transacting any and all lawful business.

ARTICLE 4
ADDRESS

The initial principal office address and the initial mailing address of the Company is 177 Beacon Lane, Jupiter, Florida 33469.

ARTICLE 5
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company is 177 Beacon Lane, Jupiter, Florida 33469, and the name of the initial registered agent of the Company at that address is Pamela T. Vance.

ARTICLE 6
MEMBERSHIP CERTIFICATES

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

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SECRET
STATE OF FLORIDA
FILED

ARTICLE 7 INDEMNIFICATION

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was manager, member, or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Reasonable expenses (including attorneys' fees) incurred by any member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding to the fullest extent permitted under and in accordance with the laws of the State of Florida upon receipt of a promise (secured or unsecured as may be determined by the Company) by such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such reasonable expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe, or knowledge that, such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful or intentional misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a Member.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a Member.
- (f) A breach of duties or obligations under Section 605.04091 of the Act, taking into account a variation of such duties and obligations provided for in the Company's Operating Agreement to the extent allowed by the laws of the State of Florida.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Revised Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE 8 MANAGEMENT

The Company shall be managed in accordance with the Company's Operating Agreement. The name and address of the initial Manager of the Company are as follows:

Pamela T. Vance
177 Beacon Lane
Jupiter, Florida 33469

ARTICLE 9 AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 29th day of September, 2014.

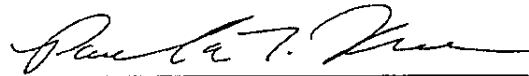
/s/ Alyse M. Reiser

Alyse M. Reiser, Authorized Representative

(In accordance with Section 605.0205(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 the service of process for the above-stated limited liability company at the place designated in these Articles, Pamela T. Vance hereby accepts the appointment as registered agent and agrees to act in this capacity. Pamela T. Vance further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and she is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 605, F.S.



Pamela T. Vance

Dated: Sept. 29, 2014

14 OCT -7 AM 9:13
TALLAHASSEE, FLORIDA

APPROVED
FILED