

L14000188043

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

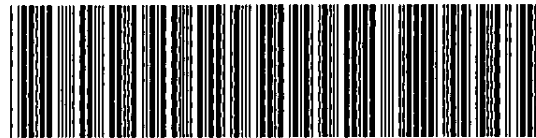
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

11m

Office Use Only



300264879803

12/05/14--01001--021 **155.00

FILED
14 DEC -5 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FL 32304

RECEIVED
14 DEC -4 PM 4:06
DIVISION OF CORPORATIONS

M. MILLIGAN
EXAMINER

DEC -9 2014

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Village Ford LLC

Signature _____

Requested by: Seth

12/04/14

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ ☒ Art. of Amend. File Conversion
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ ☒ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Articles of Conversion
For
Florida Profit Corporation
Into
Florida Limited Liability Company

FILED
14 DEC -5 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Articles of Conversion is submitted to convert the following Florida Profit Corporation into an "Other Business Entity" (specifically, a Florida Limited Liability Company) in accordance with §605, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Village Ford, Inc.
State of Florida Document number P13000048647

2. The name of the "Other Business Entity" is:

Village Ford LLC

3. The "Other Business Entity" is a **Florida Limited Liability company**, organized under the laws of the State of Florida.

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 605 Florida Statutes, and the conversion complies with the applicable laws governing the Other Business Entity *i.e.*, the State of Florida.

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 605, Florida Statutes.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 605, Florida Statutes.

7. This conversion will be effective under the laws governing the "Other Business Entity" on December 5, 2014.

8. The form of Articles of Organization of Village Ford LLC approved by the Manager and all of the members thereof is attached hereto as **Exhibit A**.

9. This conversion shall be effective in Florida on December 5, 2014.


10. The "Other Business Entity's" principal office address is:

11660 S. US Hwy 441
Belleview, FL 34420

11. Village Ford LLC, the "Other Business Entity", is a Florida entity and has named, in its Articles of Organization, as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under §605

12. The 'Other Business Entity' has agreed to pay to the members of any LLC with appraisal rights, the amounts of which such members are entitled. Under Sub Section 605.1006 and 605.1061-605.1072

Signed this 2nd day of December, 2014.


R. Bruce Deardoff, President of
Village Ford, Inc.
and
Manager of Village Ford, LLC

FILED
14 DEC -5 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

ARTICLES OF ORGANIZATION

OF

VILLAGE FORD LLC

THE UNDERSIGNED, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes, Chapter 605 (the "Act"), hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **VILLAGE FORD LLC** (hereinafter called "Company"). The principal place of business of the Company in Florida shall be in Marion County.

ARTICLE II - ADDRESS

The mailing address and street address of the Company's principal office are:

Mailing Address:

1850 East Merritt Island Cswy.
Merritt Island, FL 32952

Street Address:

11660 S. US Hwy 441
Belleview, FL 34420

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State, and the Company shall exist perpetually unless the Company is dissolved as provided by law or its operating agreement.

ARTICLE IV - PURPOSES AND POWER

The general purpose for which the Company is organized is to: design, construct, own, use, buy, sell, lease, hire, deal in and with articles of property of all kinds, render services of all kinds, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

FILED
14 DEC -5 PM 4:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

14 DEC -5 PM 4:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida and principal office is:

Kevin P. Markey, P.L.
96 Willard Street
Suite 106
Cocoa, FL 32922

ARTICLE VI - MANAGEMENT

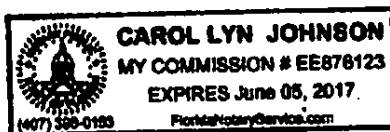
An operating agreement adopted by the members of the Company may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. Unless the form of management is changed pursuant to law, the initial manager of the Company shall be R. Bruce Deardoff whose address is 1850 E. Merritt Island Causeway, Merritt Island, FL 32952 who shall serve until such time as the members appoint a successor.

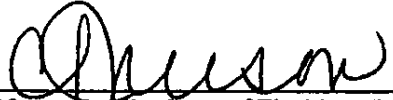
IN WITNESS WHEREOF, the undersigned, being an authorized representative of the sole member of the Company has made and subscribed these Articles of Organization at Merritt Island, Florida, for the foregoing uses and purpose, on December 2, 2014.


R. Bruce Deardoff, Manager

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me on Dec 2, 2014 by R. Bruce Deardoff, on behalf of Deardoff Limited, who is ☒ personally known to me or ☐ has produced the following form of identification: _____




Notary Public, State of Florida at Large
Printed Name: Carol Lyn Johnson
Commission No: EE 876123
Commission expires: 6/5/17

FILED
14 DEC -5 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

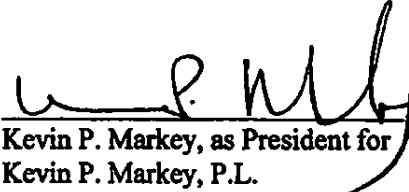
**CERTIFICATE OF DESIGNATION FOR
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF *FLORIDA STATUTES*, SECTION 605.0113, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **VILLAGE FORD LLC**
2. The name and address of the registered agent and office is:

Kevin P. Markey, P.L.
96 Willard Street
Suite 106
Cocoa, FL 32922

Having been named as registered agent and to accept service of process of 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 the obligations of my position as registered agent.


Kevin P. Markey, as President for
Kevin P. Markey, P.L.

Date: DECEMBER 4, 2014