

L15000033504

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

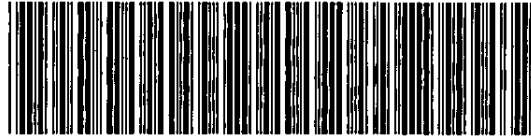
(Document Number)

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

Special Instructions to Filing Officer:

W15-8921

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15 JAN 29 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 2 5 2015

T. HAMPTON

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** LFC Enterprises, 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:

Guy E. Whitesman, Esq.

(Contact Person)

Henderson, Franklin, Starnes & Holt, P.A.

(Firm/Company)

PO Box 280

(Address)

Fort Myers, FL 33902

(City, State and Zip Code)

[guy.whitesman@henlaw.com](mailto:guy.whitesman@henlaw.com)

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

For further information concerning this matter, please call:

Guy E. Whitesman, Esq.

at

(239)

344-1180

(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



Henderson|Franklin  
ATTORNEYS AT LAW

1715 Monroe Street  
Post Office Box 280 • Fort Myers, FL 33902-0280  
Tel: 239.344.1100 • Fax: 239.344.1200 • [www.henlaw.com](http://www.henlaw.com)  
Bonita Springs • Sanibel

Reply to  
Guy E. Whitesman  
Board Certified Tax Lawyer  
Direct Fax Number 239.344.1565  
Direct Dial Number 239.344.1180  
E-Mail [guy.whitesman@henlaw.com](mailto:guy.whitesman@henlaw.com)

January 28, 2015

**VIA FEDERAL EXPRESS**

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

**Re: Articles of Conversion for Other Business Entity Into Florida Limited Liability Company**

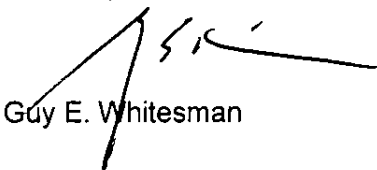
Dear Sir or Madam:

Please process the enclosed Articles of Conversion for LFC Enterprises, Inc., a Florida corporation into LFC Enterprises, LLC, a Florida limited liability company. Our check in the amount of \$180.00 is also enclosed to cover (i) the \$25.00 filing fee, (ii) the Articles of Organization filing fee of \$125.00 and (iii) \$30.00 for a certified copy of the Articles of Organization. Also included with this filing is a letter from LFC Enterprises, Inc. authorizing the use of its name by LFC Enterprises, LLC in accordance with Florida Statutes Section 605.0112(1)(b).

Please forward the Certificate of Conversion and the certified copy of the Articles of Organization to my attention at the following address:

Guy E. Whitesman, Esq.  
Henderson, Franklin, Starnes & Holt, P.A.  
P.O. Box 280  
Fort Myers, FL 33902-0280

Sincerely,



Guy E. Whitesman

GEW/wma  
Enclosures  
cc: Kent Shoemaker, CEO via email

Henderson, Franklin, Starnes & Holt, P.A.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 6, 2015

GUY E WHITESMAN, ESQ.  
HENDERSON, FRANKLIN, STARNES & HOLD, P.A  
PO BOX 280  
FORT MYERS, FL 33902

SUBJECT: LFC ENTERPRISES, LLC  
Ref. Number: W15000008921

We have received your document for LFC ENTERPRISES, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return 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.

Teresa Brown  
Regulatory Specialist II

Letter Number: 715A00002543

RECEIVED  
15 FEB 20 AM 10:00  
DIVISION OF CORPORATIONS  
INFORMATION SERVICES

**LFC ENTERPRISES, INC.**  
**315 East New Market Road**  
**Immokalee, Florida 34142**

Registration Section  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: LFC Enterprises, Inc., a Florida corporation, Conversion and Consent  
to Use of Name by LFC Enterprises, LLC, a Florida limited liability company**

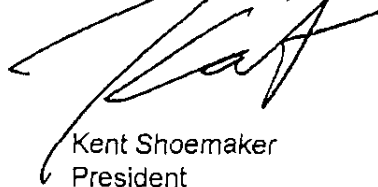
Dear Sir or Madame:

LFC Enterprises, Inc., a Florida corporation, Document No. P01000095381, contemporaneously with the delivery of this letter, is filing Articles of Conversion as an "Other Business Entity" converting to a Florida limited liability company. As part of that conversion, Articles of Organization for "LFC Enterprises, LLC" are simultaneously being filed with the Division of Corporations

Please accept this letter as written consent, pursuant to Florida Statutes Section 605.0112(1)(b), for the use of the name "LFC Enterprises, LLC" and allow the Articles of Incorporation for "LFC Enterprises, LLC" to be accepted by the Florida Department of State upon filing.

Sincerely,

**LFC Enterprises, Inc.**



Kent Shoemaker  
President



**Henderson|Franklin**  
ATTORNEYS AT LAW

1715 Monroe Street • Fort Myers, FL 33901  
Post Office Box 280 • Fort Myers, FL 33902  
Tel: 239.344.1100 • Fax: 239.344.1200 • [www.henlaw.com](http://www.henlaw.com)

Bonita Springs • Sanibel

Reply to  
**William M. Allen, Jr.**  
Direct Fax Number 239 344 1512  
Direct Dial Number 239 344.1287  
E-Mail [bill.allen@henlaw.com](mailto:bill.allen@henlaw.com)

February 13, 2015

**VIA CERTIFIED MAIL – RETURN RECEIPT REQUESTED**

Florida Department of State  
Division of Corporations  
Attn: Theresa Brown, Regulatory Specialist II  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: LFC Enterprises, LLC - Ref. Number W151000008921**

Dear Ms. Brown:

Pursuant to your instructions on Letter Number 715A00002543, dated February 6, 2015, we are returning the enclosed Articles of Conversion and Articles of Organization for the above referenced entity. As per your instructions on our telephone conversation of February 11, 2015, we have filed the Annual Report for LFC Enterprises, Inc. (the converting entity), so that the effective date of this conversion will be February 1, 2015, as originally requested.

Thanks again for all your assistance in this matter. Should you have any questions or require any additional information, please feel free to contact me directly at 239.344.1287 or via email at [bill.allen@henlaw.com](mailto:bill.allen@henlaw.com).

Sincerely,

William M. Allen, Jr.

WMA/  
Enclosures

**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:  
LFC Enterprises, Inc. P 01-95381

(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 10/01/2001  
(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**:  
LFC Enterprises, LLC  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 02/01/2015  
(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 all applicable statutes.

**FILED**  
15 JAN 29 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 24th day of December 2014.

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

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: Kent Shoemaker

Title: Manager

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

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

Printed Name: Kent Shoemaker

Title: President

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  
15 JAN 29 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF ORGANIZATION  
OF  
LFC ENTERPRISES, LLC**

**ARTICLE I-NAME**

The name of the limited liability company shall be LFC ENTERPRISES, LLC (the "Company").

**ARTICLE II-STREET AND MAILING ADDRESS**

The street address of the principal office of the Company is:

315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

The mailing address of the principal office of the Company is:

PO BOX 3088  
IMMOKALEE, FL 34143

FILED  
15 JAN 29 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III-EFFECTIVE DATE**

This limited liability company's existence shall commence upon February 1, 2015 and shall terminate as provided for in the Operating Agreement.

**ARTICLE IV-PURPOSE**

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**ARTICLE V-CAPITAL STRUCTURE**

The aggregate number of membership units which this Company shall have the authority to issue shall be one million (1,000,000) units, all of the same class. Nine hundred and ninety thousand (990,000) of the authorized units shall be designated as non-voting units ("Non-Voting Units") and ten thousand (10,000) of the authorized units shall be designated as voting units ("Voting Units"); with the exception of voting rights the Members shall have identical rights in all other respects.

**ARTICLE VI-INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are:

**Name****Address**

HF REGISTERED AGENTS, LLC    1715 MONROE STREET  
FORT MYERS, FL 33901

**ARTICLE VII-MANAGEMENT OF THE COMPANY**

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. Each and any Manager shall also serve on the Company's Board of Directors and shall be elected by the Members and shall serve as provided in the Bylaws. The following are the names and addresses of the initial Managers and Directors:

**Name****Address**

LAWRENCE R. LIPMAN    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

RICK LIPMAN    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

M. JAIME WEISINGER    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

DAVID J. LIPMAN    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

BARRY R. LIPMAN    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

JOEL K. LIPMAN    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

WAYNE M.D. PRESS    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

SCOTT PORTNOY    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

JEFF GARGIULO    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

NOMI P. GHEZ    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

KENT SHOEMAKER    315 EAST NEW MARKET ROAD  
IMMOKALEE, FL 34142

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15 JAN 29 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For purposes of electing directors to the Board of Directors the holders of Voting Units may be divided into voting groups and each such voting group may elect the number of directors as provided in the Bylaws. Each director elected by a voting group shall serve until he or she resigns or is removed as is provided in the Bylaws. Any director positions not filled by a voting group shall be elected as specified in any operating agreement among the Company and all of its Members, or in the absence thereof, by a majority vote of all holders of voting stock.

The following persons are the initial Officers of the Company, who shall serve until the next annual meeting or until their successors are duly qualified and elected:

|                 |                |
|-----------------|----------------|
| President/CEO:  | KENT SHOEMAKER |
| Vice President: | DARREN MICELLE |
| Vice President: | GERRY O'DELL   |
| Vice President: | TOBY K. PURSE  |
| Secretary:      | TOBY K. PURSE  |
| Treasurer/CFO:  | TOBY K. PURSE  |

#### **ARTICLE VIII-PREEMPTIVE RIGHTS**

Every Member, upon the issuance by the Company of authorized but unissued units (other than the original issue of units to subscribers) or upon the reissuance by the Company of previously issued units which have been reacquired by the Company, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without the issuance of fractional units, at the price at which such units are issued to others.

#### **ARTICLE IX-BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the Members. Bylaws adopted, altered, amended or repealed by the Members of the Company may not be repealed, altered, amended or readopted by the Board of Directors if the Members so provide.

#### **ARTICLE X-OPERATING AGREEMENT**

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company. In the event there are any inconsistencies between the Operating Agreement, if any, and these Articles, the terms of the Operating Agreement will control, to the extent permitted by law.

FILED  
15 JAN 29 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a being an authorized representative of the Members of the Company, has executed these Articles of Organization this 24<sup>th</sup> day of December, 2014.



KENT SHOEMAKER  
Authorized Representative

FILED

15 JAN 29 AM 7:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

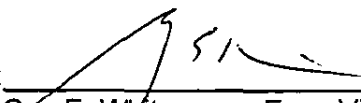
PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LFC ENTERPRISES, LLC.
2. The name and address of the registered agent and office are:

HF REGISTERED AGENTS, LLC  
1715 MONROE STREET  
FORT MYERS, FL 33901

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, Florida Statutes.

**REGISTERED AGENT:  
HF REGISTERED AGENTS, LLC**

By:   
Guy E. Whitesman, Esq., Vice  
President

**FILED**  
15 JAN 29 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA