

# L15000056587

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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HALLMARK BUILDING

N. Culligan MAR 31 2015



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 31, 2015

CT CORPORATION SYSTEMS

SUBJECT: RBCF HOLDINGS, LLC  
Ref. Number: W15000022282

We have received your document for RBCF HOLDINGS, LLC and your check(s) totaling \$190.00. 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.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 515A00006353

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** RBCF Holdings, 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:

Ryan Brooks

(Contact Person)

Maynard, Cooper & Gale, P.C.

(Firm/Company)

1901 6th Ave. N., Suite 2400

(Address)

Birmingham, AL 35203

(City, State and Zip Code)

rbrooks@maynardcooper.com

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

For further information concerning this matter, please call:

Ryan Brooks

(Name of Contact Person)

at ( 205 ) 254-1853

(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

FILED

2015 MAR 31 PM 2:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:  
RBCF Holdings, Inc. PT-261163  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Florida Domestic 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 03/25/2010  
(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:  
RBCF Holdings, 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 all applicable statutes.

Signed this 30th day of March 2015

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

Signature of Authorized Representative: \_\_\_\_\_  
Printed Name: David G. Powers Title: Authorized Representative

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

Signature: \_\_\_\_\_  
Printed Name: David G. Powers Title: Director

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)

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: RBCF Holdings, LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ryan Brooks  
Name of Person

Maynard, Cooper & Gale, P.C.  
Firm/Company

1901 6th Ave. N., Suite 2400  
Address

Birmingham, AL 35203  
City/State and Zip Code

rbrooks@maynardcooper.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ryan Brooks at ( 205 ) 254-1853  
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|---|--|---|

Mailing Address  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street/Courier Address  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

RBCF Holdings, 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:

425 U.S. Highway 17-92 South  
Longwood, Florida 32750

Mailing Address:

813 Shades Creek Parkway, Suite 100  
Birmingham, Alabama 35209  
Attention: William E. Matthews, V

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

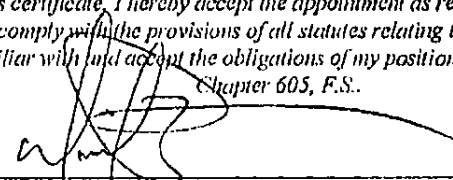
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

David G. Powers  
Name

425 U.S. Highway 17-92 South  
Florida street address (P.O. Box NOT acceptable)  
Longwood FL 32750  
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.*

  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

**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:

National Commerce Corporation

813 Shades Creek Parkway, Suite 100

Birmingham, Alabama 35209

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(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:

John H. Holcomb, III

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.)

John H. Holcomb, III  
Typed or printed name of signee

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)

FILED  
2015 MAR 31 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA