

L15000212308

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

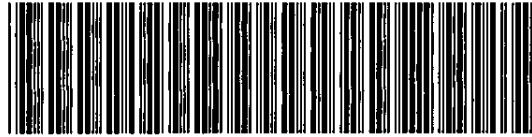
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000280110470

12/17/15--01001--013 **160.00

FILED
15 DEC 17 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/28/15
P



BANK OF AMERICA CENTER
390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FL 32801
TELEPHONE: 407.839.4200
FAX 407.425.8377
WWW.BROADANDCASSEL.COM

HELEN BROCK FORD
PARALEGAL
DIRECT LINE: 407.481.5222
DIRECT FACSIMILE: 407.425.8377
EMAIL: HFORD@BROADANDCASSEL.COM

December 15, 2015

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: MCD, Inc.
MCD, LLC

Dear Sir/Madam:

Enclosed for filing, please find originals and one (1) copy of the following documents:

1. Certificate of Conversion for MCD, Inc. into MCD, LLC; and
2. Articles of Organization for MCD, LLC.

Our firm's check in the amount of \$160.00 is also enclosed and representing the conversion fee of \$35.00 and filing fee of \$125.00. Please return to the undersigned a filed copy of each filing at your earliest convenience.

Sincerely,

Helen Brock Ford
Paralegal

/hbf
Enclosures

CERTIFICATE OF CONVERSION FOR

**MCD, INC
TO
MCD, LLC**

FILED
15 DEC 17 PM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. MCD, INC. (the "Corporation") has been converted to MCD, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §605 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by the shareholders and director of the Corporation and by the members of the LLC, dated of even date herewith, and in compliance with Florida Statutes.

3. The effective date of the conversion shall be the date of filing with the Secretary of State.

4. The mailing address for the LLC is P.O. Box 432, Orlando, Florida 32802, and the street address of the principal office of the LLC is 6869 Stapoint Court, Suite 102, Winter Park, Florida 32792.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is MCD, INC., incorporated under the laws of the State of Florida May 13, 1991.

6. The name of the LLC, as set forth in the attached Articles of Organization is MCD, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §605.1006 and 605.1061-605.1072.

(SIGNATURES ON FOLLOWING PAGE)

DATED effective this 19th day of November, 2015.

MCD, INC.

Marcia A. Murphy
MARCIA A. MURPHY, President

SHAREHOLDERS:

RESIDUARY TRUST - TRUST B
CREATED UNDER THE FRANK W.
MURPHY FAMILY TRUST DATED MAY
29, 2002, AS AMENDED AND RESTATED

By: _____
MICHAEL P. LOMBARDI, co-Trustee

By: Marcia A. Murphy
MARCIA A. MURPHY, co-Trustee

MARCIA A. MURPHY FAMILY TRUST
DATED MAY 29, 2002, AS AMENDED
AND RESTATED

By: Marcia A. Murphy
MARCIA A. MURPHY, Trustee

FILED
15 DEC 17 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED effective this 19th day of November, 2015.

MCD, INC.

Marcia A. Murphy
MARCIA A. MURPHY, President

SHAREHOLDERS:

RESIDUARY TRUST - TRUST B
CREATED UNDER THE FRANK W.
MURPHY FAMILY TRUST DATED MAY
29, 2002, AS AMENDED AND RESTATED

By: Michael P. Lombardi

MICHAEL P. LOMBARDI, co-Trustee

By: Marcia A. Murphy

MARCIA A. MURPHY, co-Trustee

MARCIA A. MURPHY FAMILY TRUST
DATED MAY 29, 2002, AS AMENDED
AND RESTATED

By: Marcia A. Murphy

MARCIA A. MURPHY, Trustee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 DEC 17 PM 4:09

FILED

ARTICLES OF ORGANIZATION

OF

MCD, LLC

FILED
15 DEC 17 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the organizer of MCD, LLC, under the Florida Limited Liability Company Act, Chapter 605, *Fla. Stat.*, adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is MCD, LLC (the "Company").

ARTICLE II - Address:

The mailing address and the street address of the principal office of the limited liability company is 6869 Stapoint Court, Suite 102, Winter Park, Florida 32792.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the name and address of the individual who is to serve as the initial manager until the first annual meeting of the members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
MARCIA A. MURPHY	6869 Stapoint Court, Suite 102 Winter Park, Florida 32792

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be MARCIA A. MURPHY, whose address is 6869 Stapoint Court, Suite 102, Winter Park, Florida 32792.

A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X – Member Interests:

The Company is authorized to issue both voting and nonvoting member certificates. All common member certificates shall be identical in all respects except the nonvoting member certificates shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting member interests.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization as of this 17th day of November, 2015.


MARCIA A. MURPHY, Organizer

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 605.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 **MCD, LLC**.
2. The name and address of the registered agent is:

MARCIA A. MURPHY
6869 Stapoint Court, Suite 102
Winter Park, Florida 32792

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in his capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and that he is familiar with and accepts the obligations of his position as registered agent.


MARCIA A. MURPHY

Dated this 14th day of November, 2015.

FILED
15 DEC 17 PM 4:09
CLERK OF STATE
TALLAHASSEE, FLORIDA