

L160000230095

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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3458 Lakeshore Drive, Tallahassee, FL 32312

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Date: 12/20/16
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Name:	Darby BG
Document #:	
Order #:	10297277

Certified Copy of Arts & Amend:				
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Certificate of Good Standing:				
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Amount: \$ 150

Thank you!

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Darby BG, 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:

Matthew R. Schroeder

(Contact Person)

Brett Hendee, P.A.

(Firm/Company)

1700 S. MacDill Ave. Suite #200

(Address)

Tampa, Florida, 33629

(City, State and Zip Code)

ibeattie@bretthendee.com

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

For further information concerning this matter, please call:

Matthew R. Schroeder

at (813)

258-1177

(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

ARTICLES OF CONVERSION

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2016 DEC 20 PM 12:34

For

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

"Other Business Organization"

Into

Florida Limited Liability Company

THESE ARTICLES OF CONVERSION and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Section 605.1045, Florida Statutes.

FIRST: The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is **DARBY BUICK GMC, INC.** *PQ 9-109934*

SECOND: The Other Business Entity is a Florida corporation first incorporated under the laws of the State of Florida on December 21, 1999.

THIRD: The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently incorporated.

FOURTH: The name of the Florida limited liability company as set forth in the attached Articles of Organization is **DARBY BG, LLC.**

FIFTH: The conversion has been approved in accordance with all applicable statutes.

SIXTH: The effective date and time of the conversion shall be 11:59 PM on December 31, 2016.

SEVENTH: The conversion is permitted by the applicable law governing the Other Business Entity and the conversion complies with such law and the requirements of Section 605.1045, Florida Statutes, in effecting the conversion.

EIGHTH: The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, Florida Statutes.

[signature page to follow]

These Articles of Conversion are signed this 8th day of December, 2016.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, *Florida Statutes*.

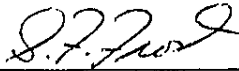


(Signature of Authorized Representative)

Printed Name: Scott F. Frost Title: Authorized Representative

Signature(s) on behalf of Other Business Entity:

The individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, *Florida Statutes*.



(Signature of an Authorized Person)

Printed Name: Scott F. Frost Title: President

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF

FILED

DARBY BG, LLC

2016 DEC 20 PM 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-Name

The name of the limited liability company shall be DARBY BG, LLC.

ARTICLE II-Address

The street address of the principal office of the limited liability company is: 220 SORRENTO RANCHES DRIVE, NOKOMIS, FL 34275. The mailing address of the principal office of the limited liability company is: 220 SORRENTO RANCHES DRIVE, NOKOMIS, FL 34275.

ARTICLE III-Registered Agent

The name and the Florida street address for the registered agent of the limited liability company is: Brett Hendee, Esquire, c/o Brett Hendee, P.A., 1700 South MacDill Avenue, Suite 200, Tampa, Florida 33629.

ARTICLE IV-Management

The limited liability company formed upon the filing of these Articles of Organization shall be managed by a manager.

ARTICLE V-Effective Date and Time

The effective time and date of formation shall be 11:59 PM on December 31, 2016.

[balance of page intentionally blank; signature page to follow]

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 20th day of December, 2016.



Signature of a member or an authorized representative of a member

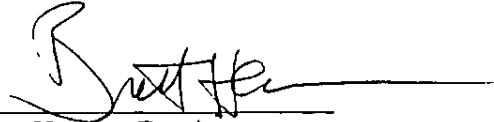
(In accordance with Section 605.0205(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Scott F. Frost

Typed or printed name of signee

ACCEPTANCE OF DESIGNATION

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 this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and the undersigned is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 605, Florida Statutes.



Brett Hendee, Esquire
Brett Hendee, P.A.
1700 S MacDill Ave, STE 200
Tampa, FL 33629

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TALLAHASSEE, FLORIDA