

46000233 122

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ MAIL

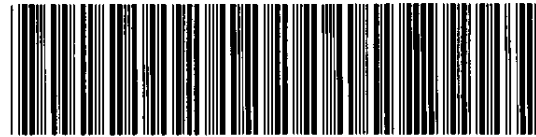
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400293633364

40029383354
2/25/18 01007 021 \$4185.00

THE ASSOCIATED PRESS

15 DEC 29 PM 1:14

四三二一

16 DEC 29 PM 12:51

1950

25.00

DEC 29 2016
T SCHROEDER

FAIRBANKS LAW GROUP, P.L.

ATTORNEYS AND COUNSELORS AT LAW

113 NATURE WALK PARKWAY, SUITE 103

ST. AUGUSTINE, FLORIDA 32092

PHONE: 904-507-6300

FACSIMILE: 904-239-3000

RFARBANKS@FAIRBANKSLAWGROUP.COM

December 29, 2016

VIA HAND DELIVERY

State of Florida
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Lauron Family Limited Partnership

Dear Sir or Madam:

Please find enclosed the following documents:

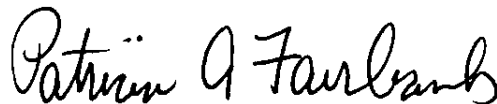
1. Articles of Conversion of Lauron Family Limited Partnership (\$25.00);
2. Plan of Conversion by Lauron Family Limited Partnership;
3. Articles of Organization for Lauron Family, LLC. (\$160.00); and
4. This firm's trust check in the amount of \$185.00.

We would appreciate your filing the above documents and returning the filed documents to our courier, Jeremy Fairbanks. **Please note that Jeremy Fairbanks has travelled specifically to Tallahassee on this firm's behalf to file these documents.**

Thank you so much for your attention to this matter.

Please feel free to call us with any questions or comments at (904) 507-6300.

Sincerely,



Patricia A. Fairbanks
Legal Assistant

Enclosures

**ARTICLES OF CONVERSION
FOR CONVERTING "OTHER BUSINESS ENTITY"
INTO A FLORIDA LIMITED LIABILITY COMPANY**

This Articles of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Corporation in accordance with Section 605.1045 of the Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Articles of Conversion is **LAURON FAMILY LIMITED PARTNERSHIP**, a Florida limited partnership.

ADL-893

2. The "Other Business Entity" is a general partnership first organized, formed or incorporated under the laws of Florida on July 19, 2006.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **LAURON FAMILY, LLC**.

4. The effective date of the conversion shall be on the date the Articles of Conversion are filed with the Florida Department of State Division of Corporations.

5. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and requirements of Section 608.439 of the Florida Statutes, in effecting the conversion.

6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

7. The Plan of Conversion was duly approved by the partners of the "Other Business Entity" by unanimous written consent.

Executed this 1 day of December, 2016.

LAURON FAMILY, LLC.
a Florida limited liability company

By: _____

RONALD P. SPENCER
Member

FILED
16 DEC 29 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**LAURON FAMILY LIMITED PARTNERSHIP,
a Florida limited partnership**

By: 
RONALD P. SPENCER
Partner

FILED
16 DEC 29 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF CONVERSION

This PLAN OF CONVERSION is made effective on the day of its execution by **LAURON FAMILY LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership").

WITNESSETH:

WHEREAS, the Partnership is a business entity duly formed and existing under the laws of the State of Florida; and

WHEREAS, the partners of the Partnership, deem it desirable and in the best business interest of the Partnership that the Partnership be converted into **LAURON FAMILY, LLC**, a Florida limited liability company, pursuant to the provisions of Sections 620.8912-620.8915 of the Florida Revised Uniform Limited Partnership Act and Section 605.439 of the Florida Limited Liability Company Act;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the partners of the Partnership hereby agree as follows:

1. **Conversion.** The Partnership shall be converted into **LAURON FAMILY, LLC**, a Florida limited liability company (the "LLC").

2. **Terms and Conditions.**

(a) Upon the effective date of the conversion, the LLC shall remain for all purposes the same entity that existed prior to the conversion.

(b) Upon the effective date of the conversion, the LLC shall possess all of the rights and privileges that the Partnership possessed prior to the conversion, including all contractual rights.

(c) Upon the effective date of the conversion, the title to all real property and other property, or any interest therein, owned by the Partnership shall vest in the LLC without reversion or impairment.

(d) The LLC shall continue to be responsible and liable for all of the liabilities and obligations of the Partnership.

(e) Any claim existing or action or proceeding pending by or against the Partnership may be continued by or against the LLC as if such conversion did not occur.

(f) Neither the rights of creditors nor any liens upon the property belonging to the Partnership shall be impaired by such conversion.

FILED
DEC 29 PM 1:14
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DALLAS
STATE OF TEXAS

3. **Conversion of Interests.** The manner and basis of converting the interests of the Partnership into limited liability company interests of the LLC shall be as follows:

(a) The interests, obligations, and other securities, or rights to acquire interests, obligations, or other securities, of the Partnership shall be converted into limited liability company interests of the LLC, including any rights to acquire any such interests, obligations, or other securities, or, in whole or in part, into cash, or other consideration on a one-to-one basis.

4. **Articles of Organization.** The Articles of Organization of the LLC, a copy of which is attached hereto as Exhibit "A," shall be filed with the Florida Department of State and shall become effective on the date that they are filed with the Department of State.

5. **Operating Agreement.** Upon the effective date of the conversion, the Partnership Agreement of the Partnership shall cease to be in effect and the LLC shall be governed by its Operating Agreement.

6. **Approval by Partners.** This Plan of Conversion shall be submitted for the approval of the partners of the Partnership in the manner provided by the Partnership Agreement and the applicable laws of the State of Florida.

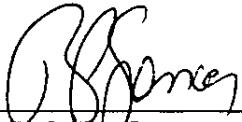
7. **Bona-fide Transaction.** The conversion contemplated herein is a bona-fide transaction effected for legitimate business purposes.

8. **Effective Date of Conversion.** The effective date of the conversion contemplated herein shall be the date of the filing of the Certificate of Conversion with the Department of State.

9. **Abandonment of Conversion.** This Plan of Conversion may be abandoned by action of the partners of the Partnership at any time prior to the effective date of the conversion.

10. **Execution of Agreement.** This Plan of Conversion may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the Partnership has caused this Plan of Conversion to be executed by a duly authorized partner on this 1 day of December, 2016.



RONALD F. SPENCER
Partner

Exhibit A

Articles of Organization

FILED
16 DEC 29 PM 1:14
SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

Article I - Name

The Name of the Limited Liability Company is **LAURON FAMILY, LLC.**

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 4958 S.W. 7th Avenue Road, Ocala, Florida 34471.

Article III - Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the Registered Agent is Ronald P. Spencer at 4958 S.W. 7th Avenue Road, Ocala, Florida 34471.

Article IV - Managers

The names and address of the Manager is as follows:

Ronald P. Spencer
4958 S.W. 7th Avenue Road
Ocala, Florida 34471

FILED
16 DEC 29 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V - Effective Date

The effective date of the Articles of Organization for Florida Limited Liability Company is the date of filing with the Florida Department of State Division of Corporations.

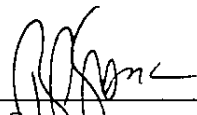
In accordance with Section 605.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155 of the Florida Statutes.



RONALD P. SPENCER, Manager

ACCEPTANCE OF REGISTERED AGENT

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. If 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 of the Florida Statutes.



Ronald P. Spencer
Registered Agent

FILED
16 DEC 29 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA