

L17000016819

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

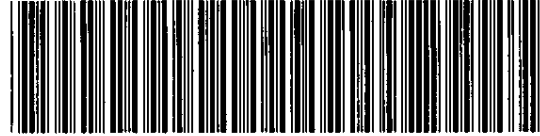
(Document Number)

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TALL/MASS/SEC/FC/10A

C. GOLDEN

JAN 24 2017

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date:

1-24-17

Requestor Name: Carlton Fields

Address: Post Office Drawer 190  
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct  
(850) 224-1585

Conversion

Contact Name: Kim Pullen, CP, FRP

Corporation Name:

- Articles of Organization  
Cast-Crete USA, LLC
- Articles of Conversion  
Cast-Crete USA, Inc. → Cast-Crete USA, LLC

Email Address:

Entity Number:

P13000046592

Kim Pullen

Authorization:

Articles of Org.  
+ Conversion

☒ Certified Copy

☒ Certificate of Status

☒ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

CF Internal Use Only

Client: 06190

Matter: 22780

Name: D. Mackey

Office: TPA

9501656.4

2017 JAN 24 PM 4:35

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 24, 2017

CARLTON FIELDS

SUBJECT: CAST-CRETE USA, LLC  
Ref. Number: W17000006459

We have received your document for CAST-CRETE USA, LLC and the authorization to debit your account in the amount of \$185.00. However, the document has not been filed and is being returned for the following:

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 the corrected original and one copy of 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) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 917A00001473

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2017 JAN 24 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF CONVERSION  
FOR OTHER BUSINESS ENTITY INTO FLORIDA LIMITED LIABILITY COMPANY**  
(Pursuant to Florida Statutes §605.1045)

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 §605.1045, Florida Statutes, effective January 24, 2017.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is Cast-Crete USA, Inc. (the "**Other Business Entity**").
2. The "Other Business Entity" is a Corporation, and was first incorporated in the State of Florida on May 28, 2013, under document number P13000046592.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Cast-Crete USA, LLC, a Florida limited liability company (the "**Company**"), organized pursuant to the Florida Revised Limited Liability Company Act.
4. The effective date of the filing of these Articles of Conversion and Articles of Organization is January 24, 2017.
5. The Plan of Conversion entered into was approved by the sole shareholder and sole director of the "Other Business Entity" in accordance with Chapter 607 of the Florida Statutes and in accordance with the Florida Business Corporation Act.
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under §605.1006 and 605.1061-605.1072 Florida Statutes.
7. The principal office of the Company shall be located at 6324 County Road 579, Seffner, Florida 33584.

Dated effective as of January 24, 2017

*[Signature page follows]*

FILED  
2017 JAN 24 PM 4:35  
SHELBY COUNTY  
TALLAHASSEE, FL 32309

Cast-Crete USA, Inc.

By: \_\_\_\_\_

Shea A. Hughes, President

Cast-Crete USA, LLC

By: \_\_\_\_\_

Shea A. Hughes, Manager

FILED

2017 JAN 24 PM 4:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
CAST-CRETE USA, LLC

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2017 JAN 24 PM 4:35

1. Name. The name of this limited liability company is CAST-CRETE USA, LLC (the "**Company**"), and it shall be formed as a limited liability company under Chapter 605 of the laws of the State of Florida.

2. Duration. The Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Principal Office. The street address of the Company's principal office and the mailing address of the Company is 6324 County Road 579, Seffner, Florida 33584.

5. Registered Agent and Office. The name of the initial registered agent of the Company is CF Registered Agent, Inc. The street address of the initial registered agent of the Company is 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

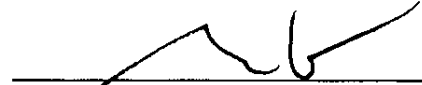
6. Manager. The initial manager of the Company is Shea A. Hughes, whose address is 6324 County Road 579, Seffner, Florida 33584.

7. Operating Agreement. The manager(s) 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.

8. Waiver of Appraisal Rights. The members of the Company shall not have, and by their acceptance of any membership interest in the Company each member agrees that they shall not have, and shall be deemed to have waived, any appraisal rights and rights to obtain payment of the fair value of a member's membership interest and/or membership rights (collectively, the "**Appraisal Rights**") provided in Section 605.1006 of the Act, its successor provisions or otherwise in any one or more of the events described in Section 605.1006(1) of the Act and/or its successor provisions (the "**Triggering Events**"). Further, Appraisal Rights shall not be available to any member with respect to any and all Triggering Events that may occur during the term of the Company, and each member shall be deemed to have expressly authorized the elimination of such Appraisal Rights and agreed and acknowledged that this clause constitutes an express waiver and elimination of all Appraisal Rights for purposes of Section 605.1006(2) of the Act.

The undersigned executed these Articles of Organization on the 24<sup>th</sup> day of January, 2017. (In accordance with Section 605.0203(1)(b), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

[Signature page follows]



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Shea A. Hughes  
Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 24<sup>th</sup> day of January 2017

CF Registered Agent, Inc., a Florida corporation

By: 

David P. Burke, Registered Agent

2017 JAN 26 PM 4:35  
ST. LOUIS, MO  
TALLMAN, SCOTT, LORRY