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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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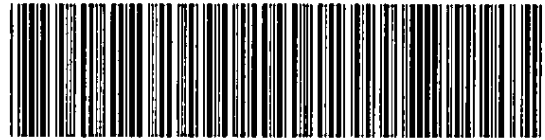
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATIONS  
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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Scotty's Fruit Stand, 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:

David M. Jeffries  
(Contact Person)  
Fee & Jeffries, P.A.  
(Firm/Company)  
1227 N. Franklin Street  
(Address)  
Tampa, Florida 33602  
(City, State and Zip Code)  
djeffries@feejeffries.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

David M. Jeffries at ( 813 ) 229-8008  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☒ \$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

**Mailing Address:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**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:  
Scotty's Fruit Stand, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation P95000043530  
(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  
(Enter state, or if a non-U.S. entity, the name of the country)

on May 30, 1995  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Scotty's Fruit Stand, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: December 31, 2019

**(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

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 ss. 605.1006 and 605.1061-605.1072, F.S.

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Signed this 19 day of December 2019.

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

Signature of Authorized Representative: [Signature]  
Printed Name: David M. Jeffries Title: Authorized Representative

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

Signature: [Signature]  
Printed Name: Michelle R. Wiseheart Title: President

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)

**ARTICLES OF ORGANIZATION  
OF  
SCOTTY'S FRUIT STAND, LLC**

The undersigned authorized representative of a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE I**

**Name, Mailing Address and Purpose of Organization**

The name of this limited liability company is Scotty's Fruit Stand, LLC (the "Company"). The Company's principal address and mailing address is 2840 S.W. Third Avenue, Suite 200, Miami, Florida 33129. The Company's initial registered agent is William R. Wiseheart, whose address is 2840 S.W. Third Avenue, Suite 200, Miami, Florida 33129. The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

**ARTICLE II**

**Duration of Existence**

The Company shall be formed effective December 31, 2019 and shall remain in existence until terminated in accordance with the provisions of the Florida Revised Limited Liability Company Act or the Company's Operating Agreement.

**ARTICLE III**

**Management of the Company**

The Company shall be managed in the manner set forth in the Company's Operating Agreement. The following individuals shall be the Company's initial manager(s), who shall serve the Company in the capacity set forth in the Company's Operating Agreement, and who shall have full authority to establish the Company's accounts with financial institutions:

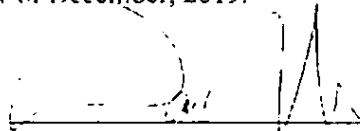
William R. Wiseheart

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**ARTICLE IV**  
**Indemnification**

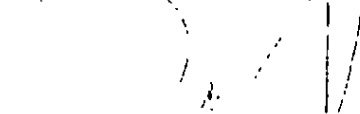
If in the judgment of the members, the criteria set forth in §605.0408, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his/her or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §605.0408, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 19<sup>th</sup> day of December, 2019.

  
\_\_\_\_\_  
David M. Jeffries,  
Authorized Representative of a Member

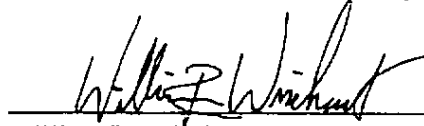
**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT**

Pursuant to the provisions of §48.091 and §605.0113, *Florida Statutes*, Scotty's Fruit Stand, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates William R. Wiseheart an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 2840 S.W. Third Avenue, Suite 200, Miami, Florida 33129, the business address of its Registered Agent, as its Registered Office.

  
\_\_\_\_\_  
David M. Jeffries,  
Authorized Representative of a Member

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named limited liability company and agree to act as such in accordance with the provisions of §48.091 and §605.0113, *Florida Statutes*.

  
\_\_\_\_\_  
William R. Wiseheart, Registered Agent