

MI30000067965

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

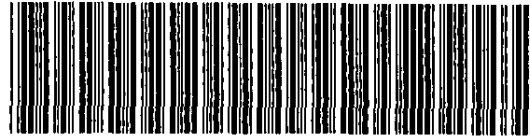
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2013 DEC 16 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 18 2013
T. HAMPTON

5-866-775

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Max Foote Construction Company, L.L.C.
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Calvin P. Brasseaux

Name of Person

Jones Fussell, L.L.P.

Firm/Company

North Corporate Park, Suite 103, 1001 Service Rd East, US Highway 190

Address

Covington, Louisiana 70434

City/State and Zip Code

cpb@jonesfussell.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Calvin P. Brasseaux at (985) 892-4801

Name of Person

Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

WILLIAM J. JONES, JR.
A. WAYNE BURAS
JEFFREY D. SCHOEN
JOHN R. WALKER
SAM J. COLLETT, JR.
MARGARET H. KERN
CALVIN P. BRASSEAU
PAUL J. MAYRONNE
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ANDREW S. MENDHEIM

JONES FUSSELL, L.L.P.

ATTORNEYS AT LAW
NORTHLAKE CORPORATE PARK, SUITE 103
1001 SERVICE ROAD EAST, HIGHWAY 190
P.O. BOX 1810
COVINGTON, LOUISIANA 70434-1810

TELEPHONE (985) 892-4801
FAX (985) 892-4925

CALVIN P. BRASSEAU
DIRECT PHONE: (985) 246-7824
DIRECT FAX: (985) 259-8003
EMAIL: CPB@JONESFUSSELL.COM

December 9, 2013

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Via: Federal Express

Re: Max Foote Construction Company, Inc.
Our file No.: S-18,892

Dear Sirs:

This firm represents Max Foote Construction Company, Inc., a Louisiana corporation. The corporation was qualified to do business in Florida on October 29, 2001. A copy of the certificate authority for the company to conduct business in Florida is attached.

Pursuant to Section §1602 of Title 12 of the Louisiana Revised Statutes, a Louisiana corporation is entitled to change its form to a limited liability company. Please be advised that Max Foote Construction Company, Inc. filed with the Louisiana Secretary of State on November 25, 2013 an Application for Conversion Pursuant to LA R.S. 12:1603, a copy of which is attached (the "Application"). The Application was granted by the Louisiana Secretary of State effective as of November 30, 2013, as reflected on the attached Certificate issued by the Louisiana Secretary of State, and the entity is now operating as a Louisiana limited liability company under the name Max Foote Construction Company, L.L.C.

The company desires to continue to conduct business in Florida as a limited liability company.

We understand that in order to do so, the company must file with the Florida Secretary of State an Application by a Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Max Foote Construction Company, Inc., surrendering the corporation's authority to conduct business in the state of Florida, and then Max Foote Construction Company, L.L.C. must file an Application by a Foreign Limited liability Company for Authorization to Transact Business in Florida. Both documents are to be made effective as of the 30th day of November, 2013.

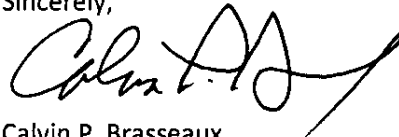
Page 2

December 9, 2013

To this end, enclosed for filing on behalf of the Company are (i) an Application by a Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, and (ii) an Application by a Foreign Limited liability Company for Authorization to Transact Business in Florida, together with the aggregate filing fee in the amount of \$195.00.

If you have any questions, or need additional information in connection with the enclosed applications, please contact the undersigned directly.

Sincerely,

A handwritten signature in black ink, appearing to read "Calvin P. Brasseaux", with a stylized flourish at the end.

Calvin P. Brasseaux

CC: Larry Fertitta



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

13 DEC 16 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 11, 2013

CALVIN P BRASSEAU
JONES FUSSELL, LLP - STE 103
1001 SERVICE RD E - US HWY 190
COVINGTON, LA 70434

SUBJECT: MAX FOOTE CONSTRUCTION COMPANY, L.L.C.
Ref. Number: W13000067785

We have received your document for MAX FOOTE CONSTRUCTION COMPANY, L.L.C. and your check(s) totaling \$195.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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) 245-6051.

Tammy Hampton
Regulatory Specialist III

Letter Number: 813A00028194

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Max Foote Construction Company, L.L.C.

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Louisiana

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FBI number, if applicable)

4. November 30, 2013

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 225 Antibes St. W

Mandeville, Louisiana 70448

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

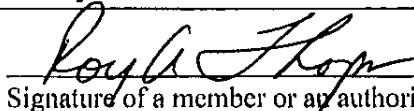
Max Foote, Jr., P.O. Box 1208, Mandeville, Louisiana 70470

Roy Thompson, P.O. Box 1208, Mandeville, Louisiana 70470

Danny Russell, P.O. Box 1208, Mandeville, Louisiana 70470

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any lawful
business or activity under the laws of this state.



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., 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 for in s.817.155, F.S.)

Roy Thompson

Typed or printed name of signee

FILED
2013 DEC 16 AM 8:51
TALLAHASSEE FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Max Foote Construction Company, L.L.C.

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation

(Name)

1200 South Pine Island Rd

Florida Street Address (P.O. Box NOT ACCEPTABLE)


Plantation

FL

33324

City/State/Zip

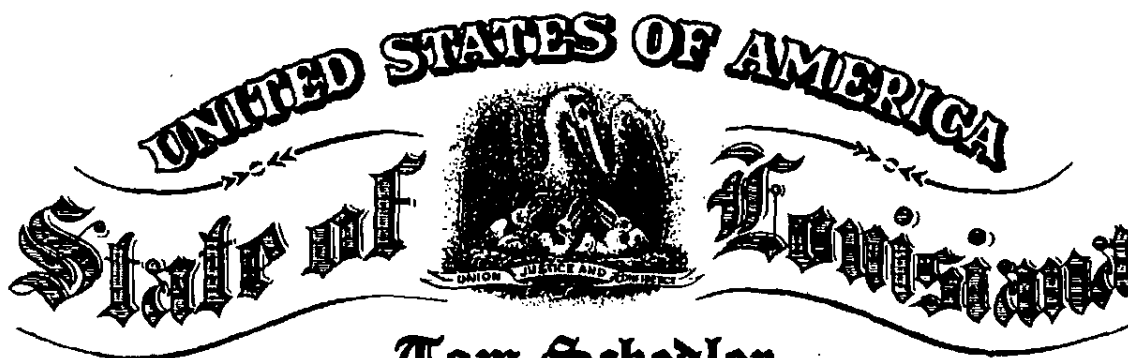
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 608, Florida Statutes.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED

2013 DEC 16 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

the Articles of Organization of

MAX FOOTE CONSTRUCTION COMPANY, L.L.C.

Domiciled at MANDEVILLE, LOUISIANA,

Were filed in this Office and a Certificate of Organization was Issued on January 09, 1979,

I further certify that no Certificate of Dissolution has been issued.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

December 10, 2013

Secretary of State

Web 32504370K



Certificate ID: 10443395#ARK73

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.
www.sos.louisiana.gov