

L22000325414

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

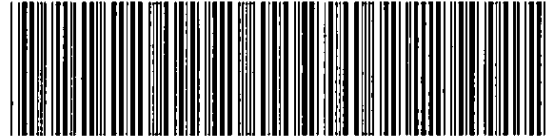
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



700391342867

22 JUL 20 PM 1:17

STATE OF FLORIDA

2022 JUL 20 PM 1:20

RECEIVED

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 07/20/2022

Acc#I20160000072

*Eric DW*

Name:	GMO Professional Services LLC
Document #:	
Order #:	14450368

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 180.00

Thank you!

22 JUL 20 PM 1:17



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**CORRECTED**  
Please Allow For  
Same File Date

July 21, 2022

CT CORP

SUBJECT: GMO PROFESSIONAL SERVICES LLC  
Ref. Number: W22000095512

We have received your document for and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

If you have any further questions concerning your document, please call (850) 245-6052.

Summer Chatham  
Regulatory Specialist II  
New Filing Section

Letter Number: 422A00016324

2022 JUL 22 PM 1:23

RECEIVED

22 JUL 20 PM 1:17

**ARTICLES OF CONVERSION  
OF  
GMO PROFESSIONAL SERVICES LLC**

The undersigned, being a duly authorized representative of GMO Professional Services L.L.C. a Texas limited liability company (the "Converting Entity"), desiring to convert from a Texas limited liability company to GMO Professional Services L.L.C. a Florida limited liability company (the "Converted Entity"), pursuant to Section 605.1041 of the Florida Revised Limited Liability Act (the "Florida Act"), and Section 10.101 of the Texas Business Organizations Code (the "Texas Act"), hereby adopts the following Articles of Conversion pursuant to Section 605.1045 of the Florida Act:

1. The name of the Converting Entity immediately prior to the filing of these Articles of Organization is GMO Professional Services L.L.C. a limited liability company first organized and formed under the laws of the State of Texas on March 31, 2022.

2. The name of the Converted Entity as set forth in the attached Articles of Organization is GMO Professional Services L.L.C. to be a Florida limited liability company.

3. The text of the Converted Entity's public organic record is contained in the Articles of Organization for GMO Professional Services L.L.C. attached hereto as Exhibit A.


4. In accordance with a Plan of Conversion dated July 15, 2022 (the "Plan") adopted pursuant to Section 10.101 of the Texas Act, on the date these Articles of Conversion are filed with the Florida Secretary of State (or if later, the date on which a Certificate of Conversion is filed with the Texas Secretary of State), the Converting Entity will convert (the "Conversion") into the Converted Entity.

5. The Plan and the Conversion have been approved by the Converting Entity in accordance with the laws of the State of Texas, including the approval of all its managers and members.

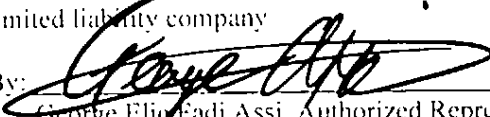
6. The Converted Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under Section 605.1006 and Sections 605.1061 through 605.1072 of the Florida Act.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 15<sup>th</sup> day of July, 2022.

GMO PROFESSIONAL SERVICES LLC, a Texas  
limited liability company

By:   
George Elie Fadi Assi, Authorized Representative

GMO PROFESSIONAL SERVICES LLC, a Florida  
limited liability company

By:   
George Elie Fadi Assi, Authorized Representative

22 JUL 20 PM 1:17

**EXHIBIT A**

Articles of Organization

See attached.

22 JUL 20 PM 1:17

**ARTICLES OF ORGANIZATION  
OF  
GMO PROFESSIONAL SERVICES LLC**

The undersigned, an authorized representative of a prospective member, desiring to form a limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is GMO Professional Services LLC (the "Company").

**ARTICLE II - ADDRESS**

The street address of the Company's principal office is:

7336 Secret Woods Trail  
Jacksonville, Florida 32216

The mailing address of the Company's principal office is:

21820 Hartford Way  
Macomb, Michigan 48042

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The Company (i) designates 7336 Secret Woods Trail, Attn.: George Assi, Jacksonville, Florida 32216 as the street address of the Company's registered office, and (ii) names JSF Products LLC as the Company's registered agent at that address to accept service of process within the State of Florida.

**ARTICLE V - MANAGEMENT AND AUTHORITY**

The Company shall be a manager-managed company. Pursuant to Section 605.04074, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

The following individual shall serve as a manager of the Company until his successor is appointed or elected and qualified pursuant to the applicable provisions contained in the Company's Operating Agreement, or until the earlier of such manager's death, removal or resignation:

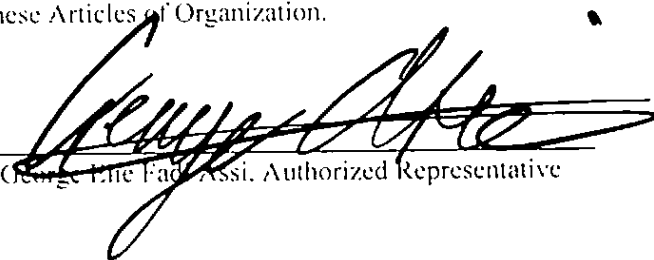
George Elie Fadi Assi  
21820 Hartford Way  
Macomb, Michigan 48042

22 JUL 20 PM 1:17

**ARTICLE VI - INDEMNIFICATION**

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager, member or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager, member or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance reasonable indemnification expenses (including attorneys' fees and costs) for actions taken in the capacity of such person as a manager, member or officer within twenty (20) days after receipt by the Company of (a) a written statement requesting such advance, (b) evidence of the expenses incurred, and (c) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

The undersigned authorized representative, for the purpose of forming a limited liability company under the laws of the State of Florida, has executed these Articles of Organization.

  
George L. F. F. Assi, Authorized Representative

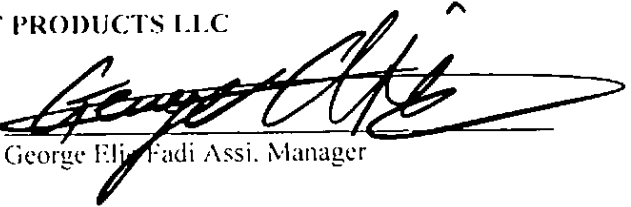
22 JUL 20 PM 1:17

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of the Florida Revised Limited Liability Company Act, and (ii) acknowledges that the undersigned is familiar with and accepts the obligations of such position.

Dated: July 19, 2022

**JSF PRODUCTS LLC**

By:   
George Eli Fadi Assi, Manager

Prepared by:  
Driver, McAfee, Hawthorne & Diebenow, PLLC  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

22 JUL 20 PM 1:17