

L07000125074

(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



800113142698

12/17/07--01022--010 **150.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 DEC 17 PM 12:08

T. Hampton DEC 18 2007

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: River City Development, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate 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. 608.439, F.S.

Please return all correspondence concerning this matter to:

Mark O. Wilhelm, II, Esq

(Contact Person)

Smith, Gambrell & Russell, LLP

(Firm/Company)

50 N. Laura Street, Suite 2600

(Address)

Jacksonville, FL 32202

(City, State and Zip Code)

For further information concerning this matter, please call:

John M. Benton, Esq

(Name of Contact Person)

at (904) 598-6145

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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

STREET ADDRESS:

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

MAILING ADDRESS:

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

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate 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.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

River City Development Corp

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, 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 June 6, 1985

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

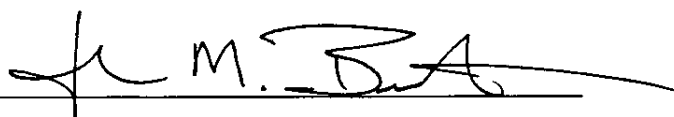
4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

River City Development, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 11th day of December 2007.

Signature of Authorized Person: 

Printed Name: John M. Benton, Esq Title: Treasurer ; Manager

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

RIVER CITY DEVELOPMENT, LLC

ARTICLES OF ORGANIZATION

The undersigned Members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the company is: River City Development, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address of the Company is:

4967 Water Oak Lane,

Jacksonville, Florida 32210

The principal place of business of the Company is:

4967 Water Oak Lane,

Jacksonville, Florida 32210

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the Company is 4551 Shirley Avenue, Jacksonville, Florida 32210, and the name of its initial registered agent at such address is Charles R. Wintz, CPA.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by one or more Managers and is, therefore, a manager-managed company.

**ARTICLE V
DURATION AND CONTINUATION**

The period of duration of the Company shall be perpetual, unless sooner terminated in accordance with the Operating Agreement of the Company or by the unanimous agreement of the Members of the Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 DEC 17 PM 12:08

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the unanimous agreement of the Members of the Company in the manner set forth in the Operating Agreement of the Company.

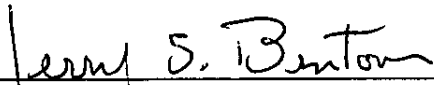
**ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The Members shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member of the Company in the manner set forth in the Operating Agreement of the Company.

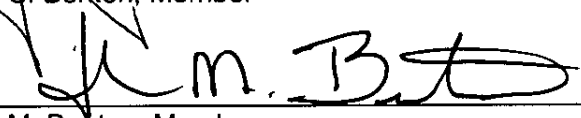
**ARTICLE VIII
OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 10th day of December, 2007.



Jerry S. Benton, Member




John M. Benton, Member

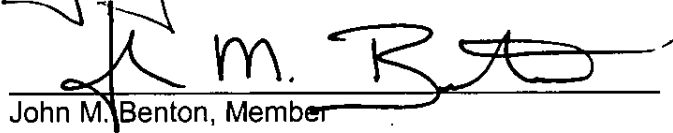
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 DEC 17 PM 12:08

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted:

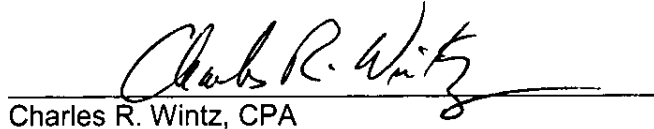
That River City Development, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Charles R. Wintz, CPA, located at 4551 Shirley Avenue, Jacksonville, Florida 32210, as its agent to accept service of process within Florida.


Jerry S. Benton, Member


John M. Benton, Member

Dec 10, 2007
Date

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, Charles R. Wintz, CPA hereby agrees to act in this capacity, and Charles R. Wintz, CPA further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Charles R. Wintz, CPA

12-10-07
Date

SGRJAX\118702.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 DEC 17 PM 12:08