

L080000003910

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

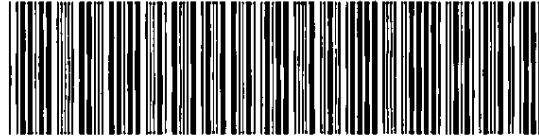
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 02/08/2021

Acc#120160000072

mic DW

Name:	Ecosystem Renewal, LLC
Document #:	
Order #:	13498320

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"/>
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Availability _____
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Examiner _____
Updater _____
Verifier _____
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Ref# _____

Amount: \$ 55.00

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2021

CT CORP
3458 LAKESHORE DRIVE
TALLAHASSEE, FL 32312

SUBJECT: ECOSYSTEM RENEWAL, LLC
Ref. Number: L08000003910

CORRECTED
Please Allow For
Same File Date

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Section 605.0203(1), Florida Statutes, requires the document(s) to be signed by one person acting as an authorized representative.

Please return 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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 521A00003394

Sent back 2/19/21

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ecosystem Renewal, LLC
Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Kristi Richard

Contact Person

McGlinchey Stafford, P.L.L.C

Firm/Company

301 Main Street, 14th Floor

Address

Baton Rouge, LA 70801

City, State and Zip Code

krichard@mcglinchey.com

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

For further information concerning this matter, please call:

Kristi Richard

at (225) 382-3704

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☒ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

Mailing Address:

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

Street Address:

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

CR2E106 (05/17)

Articles of Conversion
For
Florida Limited Liability Company
Into
"Converted or Other Business Entity"

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Ecosystem Renewal, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Converted or Other Business Entity" is:

Ecosystem Renewal, LLC

Enter Name of "Converted or Other Business Entity"

3. The "Converted or Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Louisiana
(Enter state, or if a non-U.S. entity, the name of the country)

The formation document is attached (if applicable).

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: February 12, 2021

(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 of the conversion under the laws governing the "Other Business Entity.")

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.

6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":

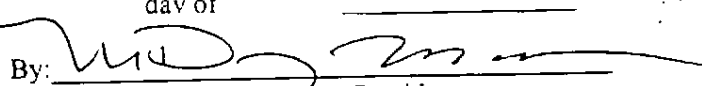
a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 7742 Office Park, Suite B
Baton Rouge, LA 70809

Mailing Address: 7742 Office Park, Suite B
Baton Rouge, LA 70809

7. 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.

Signed this 12th day of February, 2021

By: 
Signature: M. Daniel Moran, Jr., President
Must be signed by a Member or Authorized Representative

Printed Name: M. Daniel Moran, Jr. Title: Manager

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)

ECOSYSTEM RENEWAL, LLC

PLAN OF CONVERSION

This Plan of Conversion, effective as of 1 Jan 2021 (the "Effective Date") is hereby adopted by Ecosystem Renewal, LLC., a Florida limited liability company (the "Converting Company") in order to convert to a Louisiana limited liability company (the "Converted Company"). Accordingly, the undersigned hereby certifies the following:

1. The name of the Converting Company is Ecosystem Renewal, LLC. The name of the Converted Company will be Ecosystem Renewal, LLC.

2. The Converting Company is currently a Florida limited liability company. Following the Effective Date, the Converted Company will be a Louisiana limited liability company and continue its existence under the laws of the state of Louisiana

3. The Plan of Conversion for the conversion of the Converting Company from a Florida limited liability company to a Louisiana limited liability company (the "Plan of Conversion"), has been approved by the sole member of the Converting Company, who holds 100% of the outstanding membership interest, after waiving notice of a meeting as required by Fla. Stat. §605.1043(4).

4. The manner and basis of converting membership interests of the Converting Company into membership interests of the Converted Company are as follows:

- a. Holcomb Resources, Inc. owns 100% of the membership interests in the Converting Company:
- b. The membership interest of Holcomb Resources, Inc. will, without any other action, be converted on the Effective Date into one hundred (100%) percent of membership interest of the Converted Company.

5. The Articles of Organization of the Converted Company ("Articles of Organization"), along with the initial report are attached to this document and made part hereof as Exhibit "A". The Articles of Organization of the Converting Company no longer have any force and effect and the Articles of Organization attached will govern the Converted Company from and after the Effective Date.

6. The Converting Company is adopting this the Plan of Conversion and its constituent documents and is changing its state or organization, in a manner consistent with the laws of the State of Florida (specifically Fla. Stat. §605.104 *et seq.*) and the laws of the state of Louisiana (specifically La. R.S. §12:1308.3).

7. On the Effective Date of the Conversion, title to all assets, including real and personal property, owned by the Converting Company will remain vested in the Converted Company following the conversion to a Louisiana limited liability company.

8. The name and municipal address of the manager of the Converted Entity is:

M. Daniel Moran, Jr.
7742 Office Park, Suite B
Baton Rouge, LA 70809

9. The location and municipal address of the Converted Company's registered office is 7742 Office Park, Suite B, Baton Rouge, LA 70809. The registered agent at such address is Mr. Daniel Moran, Jr. The registered agent's notarized affidavit of acknowledgement and acceptance is attached as part of the initial report in Exhibit "A."

IN WITNESS WHEREOF, I have hereunto set my hand effective the 31st day of DEC, 2020.

ECOSYSTEM RENEWAL, LLC

BY: HOLCOMB RESOURCES, INC., its
sole member

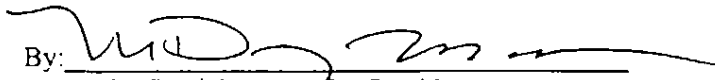
By: 
M. Daniel Moran, Jr., President

EXHIBIT A
ARTICLES OF ORGANIZATION OF CONVERTED ENTITY
See Attached.

**ARTICLES OF ORGANIZATION
OF
ECOSYSTEM RENEWAL, L.L.C.
A LIMITED LIABILITY COMPANY**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, on this 31st day of DEC, 2020, personally came and appeared before me, Notary Public, the undersigned, of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Liability Company Law, LSA R.S. 12:1301, et. seq., he does hereby organize a limited liability company pursuant to that law, in accordance with the following articles of organization:

ARTICLE I.

NAME

The name of the Limited Liability Company is Ecosystem Renewal, L.L.C. (the "Company").

ARTICLE II.

OBJECT AND PURPOSE

The object and purpose for which this Company is organized is to engage, either for its own account or the account of others, as either agent or principal, in any lawful activity for which limited liability companies may be formed under the provisions of the Louisiana Limited Liability Company Law (LSA R.S. 12:1301, et. seq.), and to the extent not prohibited thereby to enter upon and to engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory. It shall have all such power as is not repugnant to law.

ARTICLE III.

MANAGEMENT

The Company will be managed by managers. The initial Manager of the Company is M. Daniel Moran, Jr. To the fullest extent allowed by law and by a written operating agreement of the Company, the Manager shall have full authority to act on behalf of and bind the Company without the consent or approval of any or all of the members of the Company.

ARTICLE IV.

CERTIFICATION ON BEHALF OF THE COMPANY

Either M. Daniel Moran, Jr. or any subsequent manager of this Company may certify documents on behalf of the Company indicating the following:

- a) The membership of any member;
- b) The authenticity of any Company records; and
- c) The authority of any person to act on behalf of the Company

ARTICLE V.


LIMITATION OF LIABILITY

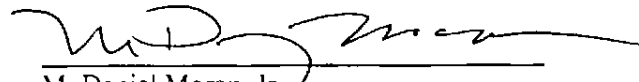
The members and managers of the Company shall have the benefit of all of the privileges, immunities, and limitations of liability provided in the Louisiana Limited Liability Company Law.

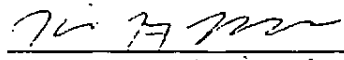
THUS DONE AND SIGNED in the Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after a due reading of the whole.


WITNESSES:

Organizer:


Print Name: Amy Sutton


M. Daniel Moran, Jr.


Print Name: Kevin A. Moran


Notary Public



INITIAL REPORT
OF
ECOSYSTEM RENEWAL, L.L.C.

SECRETARY OF STATE
STATE OF LOUISIANA

EAST BATON ROUGE, LOUISIANA

BEFORE ME, the undersigned Notary Public, and in the presence of the undersigned witnesses, personally came and appeared M. Daniel Moran, Jr., the Organizer of Ecosystem Renewal, L.L.C., who, complying with Louisiana Revised Statutes 12:1305, makes the initial report for Ecosystem Renewal, L.L.C. as follows:

1. The location and municipal address of the Company's registered office:

7742 Office Park, Suite B
Baton Rouge, LA 70809

2. The full names and municipal address(es) of its registered agent(s):

M. Daniel Moran, Jr.
7742 Office Park, Suite B
Baton Rouge, LA 70809

3. The name and municipal address of its managers:

M. Daniel Moran, Jr.
7742 Office Park, Suite B
Baton Rouge, LA 70809

THUS DONE AND SIGNED in the Parish of East Baton Rouge State of Louisiana, on the 31st day of DEC, 2020, in the presence of the undersigned competent witnesses and me, Notary, after a due reading of the whole.

WITNESSES:

Print Name: Amy Sutton

Print Name: Kevin J. Moran

Organizer: M. Daniel Moran, Jr.

M. Daniel Moran, Jr.

Katherine M. Domma
Notary Public




**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
LSA R.S. 12:1305(E)(3)**

To the State Corporation Department
State of Louisiana

STATE OF LOUISIANA


PARISH OF East Baton Rouge

On this 31st day of DEC, 2020, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared M. Daniel Moran, Jr. who is to me known to be that person, and who, being duly sworn, acknowledged to me that he does accept appointment as the Registered Agent of Ecosystem Renewal, L.L.C., which is a Limited Liability Company authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 22.



M. Daniel Moran, Jr. Agent

SUBSCRIBED AND SWORN to before
me on the day, month, and year
first above set forth.



Notary Public

