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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 AUG - 7 PM 4: 08

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Well in Jacksonville, 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:

Hollyn J. Foster
(Contact Person)
Slott, Barker & Nussbaum
(Firm/Company)
334 E Duval Street
(Address)
Jacksonville, FL 32202
(City, State and Zip Code)

For further information concerning this matter, please call:

Hollyn J. Foster at (904) 353-0033
(Name of Contact Person) (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**

08 AUG - 7 PM 4:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: Rip Tide Enterprises, Inc. *pg 5-947716*
2. The "other Business Entity" is a corporation, first organized, formed or incorporated under the laws of Florida, on December 11, 1995.
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: Well in Jacksonville, LLC.
5. Well in Jacksonville, LLC is to be effective as of the date of filing.

Signed this 4th day of August, 2008.

Signature of Member or Authorized Representative of the Limited Liability Company

Well in Jacksonville, LLC

By: *Ann C. Arnold*
Ann C. Arnold
Its Managing Member

Signature on behalf of Other Business Entity

Rip Tide Enterprises, Inc.

By: *Mary Catherine Compton*
Mary Catherine Compton
Its President

ARTICLES OF ORGANIZATION

OF

WELL IN JACKSONVILLE, LLC

08 AUG - 7 PM 4:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purposes of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. NAME

The name of the limited liability company is Well in Jacksonville, LLC (hereinafter referred to as the "Company").

2. PERIOD OF DURATION

The Company shall exist perpetually from the date of filing of these Articles of Organization until termination under the Act or the Operating Agreement.

3. PURPOSE OF THE BUSINESS

The purpose this Company is organized to engage in is to hold investment real estate and any and all other business activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have vested in it all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS

The mailing address for the Company is c/o Ann Compton Arnold, 3000 Nimitz Circle N.E., Tuscaloosa, AL 35406 and the street address for the principal place of business for the Company is 2845 South Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082. These addresses may be changed from time to time as provided by the Operating Agreement.

5. REGISTERED AGENT

The initial registered agent for the Company is Hollyn J. Foster, and the initial registered office is located at: Slott, Barker & Nussbaum, 334 E. Duval Street, Jacksonville, FL 32202.

6. CAPITAL CONTRIBUTIONS

Contributions to the capital of the Company shall be made by the members, in a manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. MEMBERS

The Company shall have at least one member and may admit additional members on the prior written consent of the then existing members, or as otherwise provided in the Operating Agreement.

8. CONTINUITY OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member of a Company, or upon any other event that under the Act would result in a dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. MANAGEMENT

This Company shall be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company shall be manager-managed. The manager shall be designated as the president, secretary and treasurer of the Company.

10. INDEMNIFICATION

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager or former member or manager to the full extent permitted under the Act.

Executed at Jacksonville, Duval County, Florida on August 4, 2008.

Well in Jacksonville, LLC

By: Ann C. Arnold

Ann C. Arnold

Its Managing Member

**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 48.091, Florida Statutes, the following is submitted:

First, that Well in Jacksonville, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2845 South Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082, has named Hollyn J. Foster, located at Slott, Barker & Nussbaum, 334 E. Duval Street, Jacksonville, FL 32202, as its agent to accept service of process within Florida.

Well in Jacksonville, LLC

By: Ann C. Arnold
Ann C. Arnold
Its Manager

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

Hollyn J. Foster
Hollyn J. Foster
Resident Agent

FILED
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DIVISION OF CORPORATIONS
08 AUG - 7 PM 4:09