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C. LEWIS
FEB 12 2013
EXAMINER

THE LAW OFFICES OF
Paul M. Guntharp, Jr., P.A.

February 8, 2013

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

Re: Austin Equity Member, LLC

Dear Sir/Madam:

Please find enclosed a Certificate of Conversion, Articles of Organization and our firm's check in the amount of \$150.00, representing the filing fees, to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with §608.439, F.S. If all is in order, kindly file the Certificate and Articles and return to us the acknowledgment of same.

If you have any questions, please do not hesitate to call the number below or contact my office by email in care of: Robin@GuntharpLaw.com.

Very truly yours,



Paul M. Guntharp, Jr.

PMG:rm
Enclosures

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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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 §608.439, Florida Statutes.

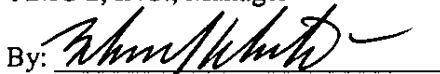
1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: AUSTIN EQUITY MEMBER, LLC. *MD5000003256*
2. The "Other Business Entity" is a Georgia limited liability company, first organized, formed or incorporated under the laws of Georgia on June 14, 2005.
3. The jurisdiction of the "Other Business Entity" has not been changed prior to this application for conversion.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: AUSTIN EQUITY MEMBER, LLC.
5. The effective date of this conversion is the date of filing.
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of §608.439, FS., in effecting the conversion.
7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated, that being the State of Georgia.

The undersigned representatives of the Limited Liability Company and the "Other Business Entity" affirm that the facts stated in this document are true.

Signed this 6th day of February, 2013.


AUSTIN EQUITY MEMBER, LLC,
Florida Limited Liability Company

By: AMG 2, INC., Manager

By: 
Edward E. Schatz, Jr., President

AUSTIN EQUITY MEMBER, LLC,
Georgia Limited Liability Company
("Other Business Entity")

By: AMG 2, INC., Manager

By: 
Edward E. Schatz, Jr., President

**ARTICLES OF ORGANIZATION
FOR**

AUSTIN EQUITY MEMBER, LLC

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The undersigned, a Member, desiring to convert from a Georgia limited liability company to become a Florida limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of this Company shall be

AUSTIN EQUITY MEMBER, LLC.

ARTICLE II - DURATION\CONTINUATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence in Georgia on June 14, 2005. The date and time of commencement of the limited liability company's existence as a Florida limited liability company is the time of filing of its original Articles of Organization by the Department of State of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street address and mailing address of the principal office of this Company are:

Street address: 3235 N. State Street
Bunnell, FL 32110

Mailing address: P. O. Box 1399
Bunnell, FL 32110

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Company in the State of Florida is as follows:

Name: Paul M. Guntharp, Jr.
Street Address: 50 Leanni Way, Ste. B-4
Palm Coast, FL 32137

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

ARTICLE VI - MANAGEMENT

The Company shall be managed by one or more Managers in accordance with the regulations adopted by the Members of the Company. Any Manager may also be a Member of the Company. The name and address of the initial Manager of the Company, who shall also be a Member of the Company, is AMG 2, Inc., 3235 N. State Street, Bunnell, FL 32110.

ARTICLE VII - REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Members. Once adopted, any alteration, amendment or repeal of the adopted regulations must comply with the provisions within the regulations for alteration, amendment or repeal.

ARTICLE VIII - INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE IX - TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned, by operation of law or otherwise, unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent; and no person to whom an interest in the Company has been transferred, by operation of law or otherwise, without the unanimous written consent of the Members shall become a Member of the company or entitled to vote regarding the affairs of the Company.

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IN WITNESS WHEREOF, the undersigned, as a Member, has hereunto set his hand and seal
this 6 day of February, 2013.

AMG 2, INC., Member

By: [Signature]
Edward E. Schatz, Jr., President

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Edward E. Schatz, Jr., who is personally known to me and who is described as a Member in, and who executed, the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 6th day of February, 2013.



DOLORES M. MEW
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE145063
Expires 11/9/2015

[Signature]
Notary Public, State of Florida

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.

[Signature]
Paul M. Guntharp, Jr.
Registered Agent
Date: Feb. 8, 2013