

L13 000096039

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

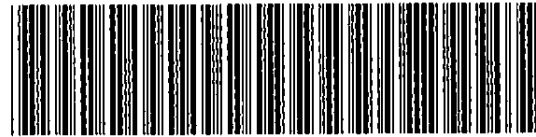
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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06/21/13--01023--004 **155.00

2013 JUL -5 AM 8:56
JUL 8 2013
11:00

JUL - 8 2013

T CLINE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 24, 2013

JAMES T. BACON
11350 RANDOM HILLS ROAD, SUITE 700
FAIRFAX, VA 22030

SUBJECT: DIRECT CONNECT MERCHANT SERVICES, LLC
Ref. Number: W13000036265

We have received your document for DIRECT CONNECT MERCHANT SERVICES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

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) 245-6051.

Tammi Cline
Regulatory Specialist II

Letter Number: 513A00015716

2013 JUL -5 AM 9:56
RECEIVED
DIVISION OF CORPORATIONS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Direct Connect Merchant Services, 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:

James T. Bacon
(Contact Person)

Allred, Bacon, Halfhill & Young, PC
(Firm/Company)

11350 Random Hills Road, Suite 700
(Address)

Fairfax, VA 22030
(City, State and Zip Code)

jbacon@abhylaw.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

James T. Bacon at (703) 352-1300
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input checked="" type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

SEP 11 - 5 AM '06

Law Offices
Allred, Bacon, Halfhill & Young, PC

Warner F. Young, III [VA]
Stephen D. Halfhill [DC, VA & WV]
James T. Bacon [VA, DC & MD]
James C. Allred [1946-2007]
Sefton K. Smyth [VA, DC]
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Suite 100
Rockville, MD 20852

Kenneth W. Curtis [VA, DC & MD]
John P. Forest, II [VA, MD]
John D. Pellegrin [VA, NY & DC]
Counsel

Via Federal Express
July 2, 2013

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

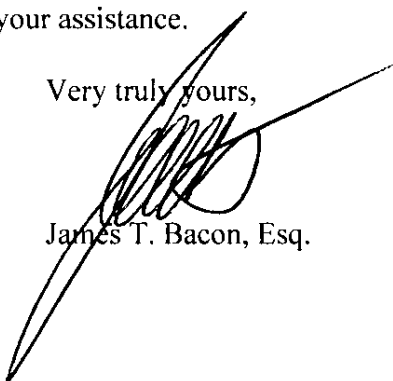
RE: Conversion of Virginia company, "Direct Connect, LLC" to Florida company, "Direct Connect Merchant Services, LLC".

Dear Sir or Madam:

We are in receipt of your June 24, 2013 letter regarding the above-referenced filing. Please see the enclosed application, which we have amended by striking through the previously requested "effective date".

Should there be any further questions or comments with regards to this transaction, do not hesitate to contact my office. Thank you for your assistance.

Very truly yours,


James T. Bacon, Esq.

JTB/amp
ENCS

2013 JUL -5 AM 8:56
U.S. DEPT. OF JUSTICE
RECEIVED

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:

Direct Connect, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

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

on May 14, 2008
(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:

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

Direct Connect Merchant Services, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: April 1, 2013
(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.)

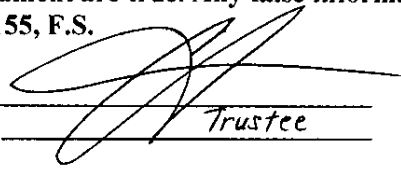
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

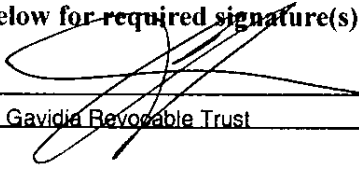
Signed this 19th day of June 2013.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 
Printed Name: Carlos E. Gavidia Revocable Trust Title: Trustee

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: 
Printed Name: Carlos E. Gavidia Revocable Trust Title: Trustee

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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)

2013 JUN -5 AM 8:56
JUL 1 2013

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Direct Connect Merchant Services, LLC

(Must end with the words "Limited Liability Company, the abbreviation "LLC," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

212 Spyglass Lane

Jupiter, FL 33477

Mailing Address:

212 Spyglass Lane

Jupiter, FL 33477

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Carlos Gavidia

Name

212 Spyglass Lane

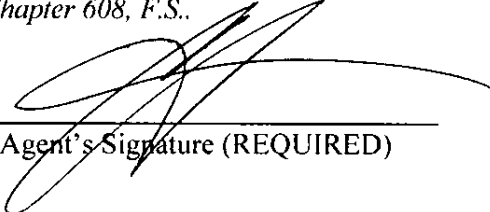
Florida street address (P.O. Box **NOT** acceptable)

Jupiter

FL 33477

City, State, and Zip

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 as provided for in Chapter 608, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGRM

Matt Clyne

3901 Centerview Drive, Suite W

Chantilly, VA 20105

MGRM

Carlos E. Gavidia Revocable Trust

212 Spyglass Lane

Jupiter FL 33477

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: April 1, 2013

(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Carlos E. Gavidia Revocable Trust

Typed or printed name of signer

2013 JUL -5 AM 9:56
FILED
CLERK OF DISTRICT COURT
JUL 5 2013
JUL 5 2013