

L13000123423

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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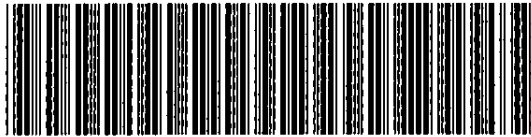
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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08/30/13--01014--010 \*\*189.00

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CONSULATIONS  
2015 AUG 30 AM 10:51  
15 AUG 2015  
SUFFICIENCY OF FILING

FILED  
13 AUG 30 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 3 2013

T. HAMPTON

Mary Merrell Bailey, Esq.

Requester's Name

610 Maitland Ave

Address

Maitland, FL 32751

City/State/Zip

407-622-1900

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Ip switch, INC P00000105868  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

**DO NOT MAIL!**

Call Karen to Pick Up:

**878-9966**

☒ Walk in  
☐ Mail out

☒ Pick up time Tuesday  
☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

*Conversion to LLC*

*\$1,800 attached  
1/4/5706*

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**COVER LETTER**

**DO NOT MAIL!**  
Call Karen to Pick Up:  
**878-9966**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Ipswich 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:

Mary Merrell Bailey, Esquire

(Contact Person)

Bailey Zobel Pilcher PLC

(Firm/Company)

610 S. Maitland Avenue

(Address)

Maitland, Florida 32751

(City, State and Zip Code)

town.tavern@celebration.fl.us

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

For further information concerning this matter, please call:

Mary Merrell Bailey, Esquire

(Name of Contact Person)

at ( 407 ) 622-1900

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |  |  |
|---|---|--|--|
| <input type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input checked="" type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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



610 S. Mainland Avenue  
Maitland, Florida 32751

P 407.622.1900  
F 407.622.1922

Mary Merrell Bailey, Esq., Partner  
Hallie L. Zobel, Esq., Partner  
David Pilcher, Esq., Partner

August 30, 2013

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

**DO NOT MAIL!**  
Call Karen to Pick Up:  
**878-9966**

Hand Delivered

Re: Ipswich LLC

Dear Sir or Madam:

Please be advised that this firm represents Janet Whooley who will be the manager of the limited liability company referenced above.

Enclosed please find the following documents for establishment of a new limited liability company and conversion of the existing corporation:

1. Cover letter and Certificate of Conversion;
2. Original Articles of Organization for Ipswich LLC; and
3. Our firm's check in the amount of \$180.00 representing the filing fee of \$125.00 for the new LLC, \$30.00 for the certified copy of the Articles of Organization and \$25.00 for the Certificate of Conversion

Please file the Articles to be effective on September 1, 2013 and return a certified copy of the Articles to us in the envelope provided.

*Capital Area Process Service (WALK-IN)*

Sincerely,  
BAILEY ZOBEL PILCHER PLC

*M Bailey*  
Mary Merrell Bailey

MMB/jms  
Enclosures  
cc: Janet Whooley

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**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:

Ipswich, Inc.

P00000105868

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, limited partnership, 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 11/9/2000

(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**:

Ipswich LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: September 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.

FILED  
13 AUG 30 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 28 day of August 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: [Signature]  
Printed Name: Janet Whooley Title: Manager

by MARY McELREATH, attorney for Janet Whooley  
**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: [Signature]  
Printed Name: Janet Whooley Title: President

Signature: [Signature]  
Printed Name: Susan Whooley-Bone Title: Secretary

Signature: [Signature]  
Printed Name: Linda Whooley-Santry Title: Treasurer

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)

FILED  
13 AUG 30 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Organization  
of the  
Ipswich LLC**

**A Florida Limited Liability Company**

FILED  
13 AUG 30 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Section 1.01 Introduction and Preliminary Statements**

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Florida by delivering in duplicate to the Secretary of State of the State of Florida these Articles of Organization, in accordance with the provisions of Florida Limited Liability Company Act, hereinafter referred to as the "Act".

**Section 1.02 Name**

The name of the limited liability company, referred to as the "Company", is:

Ipswich LLC  
A Florida Limited Liability Company

**Section 1.03 Duration**

The Company shall exist for a perpetual duration from September 1, 2013, unless dissolved according to law.

**Section 1.04 Objects and Purposes**

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

Ipswich, Inc. (EIN 59-3689519) will convert from a Florida corporation to a Florida limited liability company ("LLC") effective September 1, 2013 under Florida law (the conversion transaction). As an LLC, Ipswich, Inc. will be required to change its name to "Ipswich LLC."

Ipswich, Inc. was incorporated in Florida on November 9, 2000. Ipswich LLC will elect to be classified as an association taxable as a corporation pursuant to Treas. Reg. Sec. 301.7701-3, effective as of the date of the conversion transaction. (See attached IRS Form 8832). As a result, Ipswich LLC will never be treated as a disregarded entity, but will be treated as a continuation of Ipswich, Inc. for income tax purposes. The conversion transaction, when combined with Ipswich LLC's election to be taxed as a corporation, will be a mere change in identity or form and will constitute a reorganization under Internal Revenue Code Sec. 368(a)(1)(F).

Ipswich LLC will retain Ipswich, Inc.'s federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), Ipswich, Inc.'s tax year will not close as a result of the conversion transaction and no final federal income tax return will be filed. Because Florida conforms to federal entity classification rules, Ipswich LLC will continue existence as a corporation for state income tax purposes as well; Ipswich LLC will, effectively, replace Ipswich, Inc. for tax purposes in Florida by operation of law and, consequently, Ipswich, Inc. will not be required to file a final income tax return for federal or state purposes.

Additionally, since Ipswich LLC will continue existence as a corporation and will continue to use Ipswich, Inc.'s taxpayer identification number for federal tax purposes, Ipswich LLC will continue to use the various tax accounts (e.g., sales tax, payroll withholding, corporate income tax, etc.) already established and used by Ipswich, Inc. in Florida.

#### **Section 1.05 Principal Place of Business**

The principal place of Business of the Company is:

**Physical Address:**

721 Front Street, #110  
Celebration, Florida 34747

**Mailing Address:**

721 Front Street, #110  
Celebration, Florida 34747

#### **Section 1.06 Registered Agent and Registered Office**

The name of the initial registered agent is Janet Whooley and the original registered addresses are as follows:

**Physical Address:**

721 Front Street, #110  
Celebration, Florida 34747

**Mailing Address:**

721 Front Street, #110  
Celebration, Florida 34747

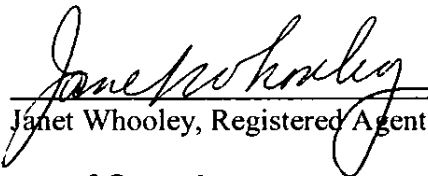
FILED  
13 AUG 30 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



### Section 1.07 Registered Agent Consent

I, Janet Whooley, a natural person and resident of Florida, accept the appointment as agent of Ipswich LLC, a Florida Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: August 28, 2013.

  
Janet Whooley, Registered Agent

13 AUG 30 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

### Section 1.08 Name and Address of Organizer

Mary Merrell Bailey, Esquire, 610 S. Maitland Ave., Maitland, Florida  
32751

### Section 1.09 Additional Contributions

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

### Section 1.10 Additional Members

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement.

### Section 1.11 Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members and Manager of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and

Manager fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

### **Section 1.12 Operating Agreement and Authority**

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Manager and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members and Manager of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

### **Section 1.13 Management**

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager will be set forth in the Operating Agreement name and address of the initial Manager is:

Janet Whooley  
721 Front Street, #110  
Celebration, Florida 34747

### **Section 1.14 Indemnification and Liability**

The Company may, as determined by the Manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

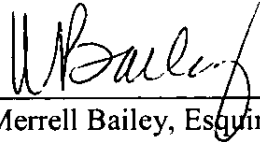
### **Section 1.15 Transferability of Interest**

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

FILED  
13 AUG 30 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

Executed on August 29, 2013



Mary Merrell Bailey, Esquire, Organizer

FILED

13 AUG 30 AM 9:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA