

L1400000/734

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

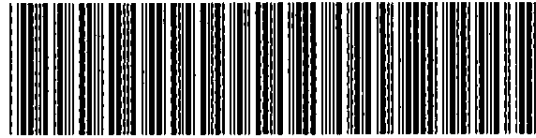
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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01/02/14--01010--019 **150.00

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CLERK'S OFFICE
TOLSON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

14 JAN -3 PM 4:28

DIVISION OF CORPORATIONS

January 3, 2014

CORPDIRECT AGENTS, INC.
KIM WEIDENBACH
TALLAHASSEE, FL 32301

SUBJECT: BORGH, LLC
Ref. Number: W14000000367

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
1/2/14

We have received your document for BORGH, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

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: 014A00000135

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

2014 JAN -2 PM 5:53

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: Kim Weidenbach

DATE: 01/02/13

REF. #: 9009567

CORP. NAME: BORGH, INC. converting into: BORGH, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION FILING | | |

STATE FEES PREPAID WITH CHECK# 70012688 **FOR \$** 150.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

2013 JAN 2 PM 5:53
FCA-23

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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
Borgh, Inc.

(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 New Jersey
on March 15, 2001
(date of organization, formation or incorporation)

(Enter state, or if a non-U.S. entity, the name of the country)

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

Borgh, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: January 2, 2014.
(The effective date: 1) cannot be prior to date of receipt or filed date 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.)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Signed this 3rd day of January 20 14.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: Scipione Borghese

Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: Scipione Borghese

Title: President

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:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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ARTICLES OF ORGANIZATION

OF

BORGH, LLC

We, the undersigned, hereby execute these Articles of Organization for the purpose of organizing a limited liability company under the laws of the State of Florida, effective January 2, 2014.

ARTICLE I

The name of the limited liability company is Borgh, LLC.

ARTICLE II

The mailing address of the limited liability company shall be 3737 Ortega Boulevard, Jacksonville, FL 32210, and its street address is the same.

ARTICLE III

The business purpose of the limited liability company is to engage in any lawful act or activity which may be carried on by limited liability companies in the State of Florida and, in connection therewith, the limited liability company shall have and may use, exercise and enjoy, all the powers of limited liability companies conferred by the limited liability company laws of the State of Florida.

ARTICLE IV

The address of the initial registered office of this limited liability company in Florida shall be 1200 Riverplace Blvd., Suite 800, Jacksonville, Florida 32207, and its initial registered agent at that address shall be John R. Crawford. The Board of Managers may, from

time to time, change the registered office and registered agent of the limited liability company upon notification to the proper authorities.

ARTICLE V

The limited liability company shall have perpetual existence.

ARTICLE VI

The limited liability company shall be managed by a Board of Managers, who shall be elected or designated by the members in accordance with the operating agreement governing the limited liability company. The number of the Managers of this limited liability company shall be not less than one (1) nor more than five (5), as fixed from time to time by the provisions of the operating agreement.

ARTICLE VII

The name and address of the sole member of the first Board of Managers, who, subject to the provisions of the operating agreement and these Articles of Organization, shall hold office until his successors are elected and have qualified pursuant to the operating agreement are as follows:

<u>Name</u>	<u>Street Address</u>
Scipione Borghese	3737 Ortega Boulevard Jacksonville, FL 32210

ARTICLE VIII

The names and addresses of the subscribers to these Articles of Organization, who are both authorized representatives of the limited liability company and its members, are as follows:

John R. Crawford

1200 Riverplace Blvd., Suite 800
Jacksonville, Florida 32207

Sharon L. Palmer

1200 Riverplace Blvd., Suite 800
Jacksonville, Florida 32207

ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the limited liability company:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the operating agreement, the Managers shall have the general management and control of the business and may exercise all of the powers of the limited liability company except such as may be by statute, or by the operating agreement as constituted from time to time, expressly conferred upon or reserved by the members.

(2) Subject always to such operating agreement as may be adopted from time to time by the members, the Board of Managers is expressly authorized to adopt, alter and amend the operating agreement of the limited liability company, but any provision thereof adopted, altered or amended by the Managers may be altered, amended or repealed by the members.

(3) The limited liability company shall have such officers as from time to time may be provided in the operating agreement and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the operating agreement or as may be determined from time to time by the Board of Managers, subject to the operating agreement.

(4) No Manager or officer of this limited liability company shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this limited

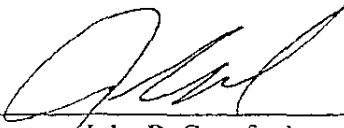
liability company either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this limited liability company be void or voidable or affected by reason of the fact that any such Manager or officer, or any firm of which any such Manager or officer is a member or employee, or any limited liability company or corporation of which any such Manager or officer is an officer, director, manager, member, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this limited liability company, even though the vote of the Manager(s) or officer(s) having such interest shall have been necessary to obligate this limited liability company upon such contract, transaction or act; and no Manager or officer having such interest shall be liable to this limited liability company or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Manager or officer be accountable for any gains or profits realized thereon.

ARTICLE X

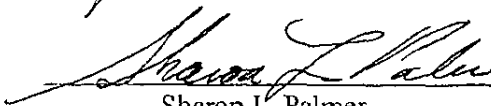
This limited liability company reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribing members or authorized representatives of the limited liability company, have hereunto set our hands and seals for the purpose of organizing this limited liability company under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of

State of the State of Florida these Articles of Organization and certify that the facts herein stated
are true, all on this 20 day of December, 2013.



John R. Crawford (SEAL)

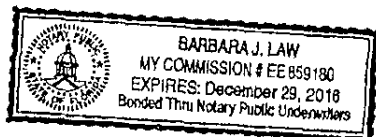


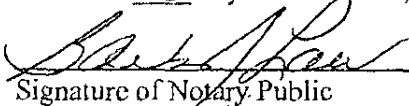
Sharon L. Palmer (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared this day John R. Crawford and Sharon L. Palmer,
the parties to the foregoing Articles of Organization, who are personally known to me and to me
known to be the individuals described in and who executed the foregoing Articles of
Organization, and who acknowledged before me that they made, subscribed and acknowledged
the foregoing Articles of Organization as their voluntary act and deed as members or authorized
representatives of said limited liability company, and that the facts set forth therein are true and
correct.

WITNESS my hand and official seal on this 20 day of December, 2013.





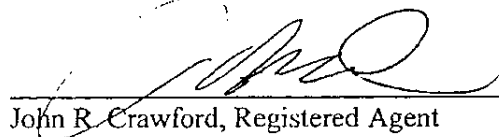
Signature of Notary Public
Notary Public, State and County aforesaid.
My commission expires: _____

(Notarial Seal)

2013 DEC -2 AM 9:53

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for is Borgh, LLC, a Florida limited liability company, at the place designated in the Articles of Organization of said limited liability company, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents of limited liability companies.


John R. Crawford, Registered Agent

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