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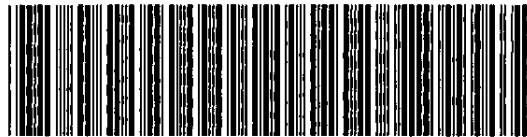
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MAY 20 2014  
J. HARRIS

LAW OFFICES  
**BLACKBURN & COMPANY, L.C.**

5150 BELFORT ROAD, SOUTH  
BUILDING 500  
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN  
dlb@blackburnco.com

ROBERT L. JONES, III  
rjones@blackburnco.com

TELEPHONE: 904-296-7713  
FACSIMILE: 904-296-7716  
FACSIMILE: 904-493-0384

May 6, 2014

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

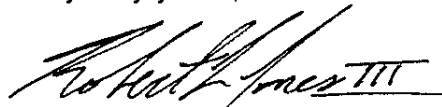
Re: Certificate and Plan of Conversion for First Coast Realty, Inc.  
Into Uptown Realty, LLC

Dear Sir/Madam:

Enclosed for filing is the original and one copy of the Certificate and Plan of Conversion for First Coast Realty, Inc. Into Uptown Realty, LLC along with the original and one copy of the Articles of Organization of Uptown Realty, LLC attached. Also enclosed is our check in the amount of \$160.00 for filing fees.

Please return a file stamped copy of the Certificate and Plan of Conversion and Articles of Organization to us at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,



Robert L. Jones III

RLJ:pb

Enclosures

**CERTIFICATE AND PLAN OF CONVERSION FOR  
FIRST COAST REALTY, INC.  
INTO UPTOWN REALTY, LLC**

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This Certificate and Plan of Conversion and attached Articles of Organization are submitted in compliance with §§605.1041 and 607.1112, Florida Statutes.

**ARTICLE I – ENTITY PRIOR CONVERSION**

The name of the organization prior to conversion is FIRST COAST REALTY, INC., a corporation (“Converting Organization”), which was formed under the laws of and is subject to the jurisdiction of Florida (Document # P09000000188). 12/31/08

**ARTICLE II – ENTITY OF OTHER ORGANIZATION**

The name of the Florida limited liability company is UPTOWN REALTY, LLC (“Converted Organization”), as set forth in the attached Articles of Organization.

**ARTICLE III – COMPLIANCE AND APPROVAL**

The conversion of Converting Organization into the Converted Organization is in compliance with Chapters 605 and 607, Florida Statutes. The Plan of Conversion was approved by the Converting Organization in accordance with Chapter 607 and was approved by the Converted Organization in accordance with Chapter 605.

**ARTICLE IV – EFFECTIVE DATE**

The conversion shall be effective as of the date of filing of this Certificate of Conversion (“Effective Time”).

**ARTICLE X – CONVERSION OF INTERESTS**

At the Effective Time, each shareholder’s interest in the Converting Organization shall be converted into a membership interest in the Converted Organization in proportion to their shares of common stock in the Converting Organization such that one (1) share of the Converting Organization shall be equal to one membership interest in the Converted Organization.

Executed this 2 day of MAY, 2014.

**Shareholder:**

  
JAMES DANIEL GRIFFIN, JR.

**Shareholder:**

  
PATTY B. GRIFFIN

**Member of Converted Organization:**

  
JAMES DANIEL GRIFFIN, JR.

**Member of Converted Organization:**

  
PATTY B. GRIFFIN

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**ARTICLES OF ORGANIZATION  
OF**

**UPTOWN REALTY, LLC**

The undersigned organizer, who is the authorized representative of the members of UPTOWN REALTY, LLC (the "Company") under the Florida Revised Limited Liability Company Act, hereby adopts the following Articles of Organization.

**ARTICLE I - NAME**

The name of the Company is UPTOWN REALTY, LLC.

**ARTICLE II - DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE III - ADDRESSES**

**Principal Office Address:**

1000 EDISON AVENUE  
JACKSONVILLE, FL 32204

**Mailing Address:**

P.O. BOX 37068  
JACKSONVILLE, FL 32236

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent is Blackburn & Company, L.C., 5150 Belfort Rd. Bldg. 500, Jacksonville, FL 32256.

**ARTICLE V - INITIAL MANAGER**

The initial Manager of the Company shall be PATTY B. GRIFFIN, whose address is P.O. BOX 37068, JACKSONVILLE, FL 32204.

**ARTICLE VI - ADDITIONAL MEMBERS**

The Members shall be entitled to admit additional Members upon the consent of the Company's Members. Following the consent of the Members, any prospective Member shall become a Member upon payment of his, her or its contribution to the capital of the Company and upon such prospective Member's agreement to comply with the Articles of Organization and Operating Agreement of the Company.

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**ARTICLE VII - MANAGEMENT**

The management of the Company shall be vested in the Managers. The name and address of the initial Manager is set forth in Article V. above.

**ARTICLE VIII - RETURN OF CAPITAL**

No Member shall have the right to the return of his, her or its contribution to capital except as provided in the Company's Regulations or Operating Agreement.


**ARTICLE IVIII - AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended by majority vote of the Members of the Company as provided in Chapter 605, Florida Statutes.

**ARTICLE IX – REGULATIONS / OPERATING AGREEMENT**

The Regulations or Operating Agreement of this Company shall be approved, adopted and amended by the unanimous vote of the Members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles of Organization as of the 2 day of MAY, 2014.

  
\_\_\_\_\_  
JAMES D. GRIFFIN, JR.,  
Authorized Representative of the Members

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**ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for UPTOWN REALTY, LLC at the place designated in the Articles of Organization, DENNIS L. BLACKBURN, of BLACKBURN & COMPANY, L.C. hereby accepts the appointment as registered agent, agrees to act in this capacity, to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of his position as registered agent.

BLACKBURN & COMPANY, L.C.



Dennis L. Blackburn

Date: MAY 5, 2014

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