

L14000165974

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(Business Entity Name)

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Special Instructions to Filing Officer:

W14-64523

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14 OCT 22 PM 3:39  
DIVISION OF CORPORATIONS  
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OCT 24 2014  
D. BRUCE



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 23, 2014

CT CORPORATION SYSTEM

SUBJECT: ORCHID UNDERWRITERS AGENCY, LLC  
Ref. Number: W14000064523

We have received your document for ORCHID UNDERWRITERS AGENCY, LLC and your check(s) totaling \$180.00. 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.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 314A00022749

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TALLAHASSEE, FLORIDA

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CT Corporation System

515 E Park Avenue, Tallahassee, FL, 32301 850-205-8842

ORCHID UNDERWRITERS AGENCY, LLC


☐ Nonprofit  
☐ Domestic Corporation

☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Reinstatement  
☐ Annual Report

☐ Merger

☐ Limited Partnership  
☒ LLC

☐ Mark

☐ Other

~~Formation~~ Conversion

☒ Certified Copy  
Formation

☐ Name Registration  
☐ Fictitious Name

☐ CUS

☐ Photocopies

☒ Walk In  
☐ Mail Out

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

10/22/2014

Document

Examiner

KM

Updater

Verifier

W.P. Verifier

Order#:

9319555

Ref#:

Amount: \$

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SECRETARY OF STATE

**Articles of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

The Articles 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 the Articles of Conversion is: Orchid Underwriters Agency, 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 Florida  
on July 1, 2007 (Enter state, or if a non-U.S. entity, the name of the country)

(date of organization, formation or incorporation)

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

Orchid Underwriters Agency, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

(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 all applicable statutes.

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Signed this 22nd day of October 2014.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: Michael Ray  
Printed Name: Michael Ray Title: CEO

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

Signature: Michael Ray  
Printed Name: Michael Ray Title: CEO

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

### ARTICLE I – Name:

The name of the Limited Liability Company is:

Orchid Underwriters Agency, LLC

(Must end with the words "Limited Liability Company, "L.L.C." or "LLC")

### ARTICLE II – Address:

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

#### Principal Office Address:

1201 19<sup>th</sup> Place, Suite A-110  
Vero Beach, Florida 32960

#### Mailing Address:

1201 19<sup>th</sup> Place, Suite A-110  
Vero Beach, Florida 32960

### ARTICLE III – Registered Agent, Registered Office, and 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:

NRAI Services, Inc.

Name

1200 South Pine Island Drive

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

Plantation

FL 33324

City

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 605, F.S.*

NRAI Services, Inc.

By: Michele Holden

Name: Michele Holden

Title: Assistant Secretary

(CONTINUED)

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**ARTICLE IV -**

The Limited Liability Company is manager managed. The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBER" - Authorized Member

"MGR" - Manager

AMBER

**Name and Address:**

OUA Holdings, Inc.

515 Bay Drive

Vero Beach, Florida 32963

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_  
\_\_\_\_\_. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**ARTICLE VI:** Other provisions, if any.

**REQUIRED SIGNATURE:**

*Michael Ray*

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

(In accordance with section 605.0203 (1) (b), 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.)

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TALLAHASSEE, FLORIDA

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