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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 22 2015

J SHIVERS

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 14, 2015

YOUR CARING LAW FIRM
610 S MAITLAND AVE
MAITLAND, FL 32751

SUBJECT: TBA NICHOLS HOLDINGS LLC
Ref. Number: W15000016294

We have received your document for TBA NICHOLS HOLDINGS 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):

The effective date must be specific and cannot be prior to the date of filing.

Please return the corrected original and one copy of 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.

Justin M Shivers
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 215A00004656

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:
TBA NICHOLS HOLDINGS, 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 5/17/2011 (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**:

TBA NICHOLS HOLDINGS LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: July 1, 2015

(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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TREASURY, FLORIDA

Signed this 20 day of February 2015.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]

Printed Name: Benji T. Nichols Title: Manager

Donna L. Nichols

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

Signature: [Signature]

Printed Name: Benjie T. Nichols Title: Shareholder, Director

Signature: [Signature]

Printed Name: Donna L. Nichols Title: Shareholder, Director

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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TALLAHASSEE, FLORIDA

Articles of Organization of the TBA Nichols Holdings LLC

A Florida Limited Liability Company

Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer desires to form a limited liability company under the Laws of the State of Florida by delivering these Articles of Organization in duplicate to the Secretary of State of the State of Florida, in accordance with Florida Limited Liability Company Act (the *Act*).

Section 1.02 Name

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

TBA Nichols Holdings LLC,
A Florida Limited Liability Company

Section 1.03 Effective Date and Duration

The Company will be effective commencing on July 1, 2015, and shall perpetually exist, unless dissolved according to law.

Section 1.04 Purpose

The Company is organized to conduct any lawful business or investment activities, and to exercise all of the powers, rights, and privileges granted to a limited liability company organized under the Act.

TBA NICHOLS HOLDINGS, INC. (EIN 45-2383262) will convert from a Florida corporation to a Florida limited liability company ("LLC") effective July 1, 2015 under Florida law (the conversion transaction). As an LLC, TBA NICHOLS HOLDINGS, INC. will be required to change its name to "TBA NICHOLS HOLDINGS LLC".

TBA NICHOLS HOLDINGS, INC. was incorporated in Florida on May 17, 2011. TBA NICHOLS HOLDINGS 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, TBA NICHOLS

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TALLAHASSEE, FLORIDA

HOLDINGS LLC will never be treated as a disregarded entity, but will be treated as a continuation of TBA NICHOLS HOLDINGS, INC. for income tax purposes. The conversion transaction, when combined with TBA NICHOLS HOLDINGS 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).

TBA NICHOLS HOLDINGS LLC will retain TBA NICHOLS HOLDINGS, INC.'s federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), TBA NICHOLS HOLDINGS, 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, TBA NICHOLS HOLDINGS LLC will continue existence as a corporation for state income tax purposes as well; TBA NICHOLS HOLDINGS LLC will, effectively, replace TBA NICHOLS HOLDINGS, INC. for tax purposes in Florida by operation of law and, consequently, TBA NICHOLS HOLDINGS, INC. will not be required to file a final income tax return for federal or state purposes.

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

Section 1.05 Principal Place of Business

The Company's principal place of business is:

Physical Address:
430 E. Main Street
Apopka, Florida 32703

Mailing Address:
845 Dyson Drive
Winter Springs, Florida
32708

Section 1.06 Registered Agent and Registered Office

The initial Registered Agent's name is Benjie T. Nichols and the original registered addresses are as follows:

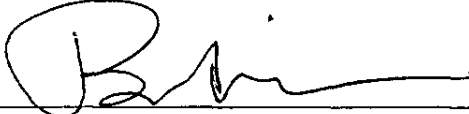
Physical Address:
845 Dyson Drive
Winter Springs, Florida
32708

Mailing Address:
845 Dyson Drive
Winter Springs, Florida
32708

Section 1.07 Registered Agent Consent

I, Benjie T. Nichols, a natural person and resident of Florida, accept the appointment as Registered Agent of TBA Nichols Holdings LLC, a Florida Limited Liability Company. I understand that my responsibilities as agent are to receive service of process, notices, and demands; to forward mail; and to notify the Office of the Secretary of State immediately if I resign or if the registered office address changes from the addresses stated above.

Dated: February 20, 2015.



Benjie T. Nichols, Registered Agent

Section 1.08 Organizer's Name and Address

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

Section 1.09 Additional Contributions

The Operating Agreement specifies the times and amounts of additional contributions to the Company.

Section 1.10 Additional Members

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

Section 1.11 Business Continuation

If a Company Member's membership in the Company is terminated by an event, the remaining Members and Managers of the Company have the right to continue the Company's business under the terms of the Operating Agreement. A terminating event may include the Member's death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy. If the remaining Members and Managers fail to continue the Company's business according to the terms of the Operating Agreement, the Company must be dissolved and liquidated under the Act and the Operating Agreement.

Section 1.12 Operating Agreement and Authority

To the extent not expressly required by and provided for in the Act, the manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers, and the rights and obligations of its Members and Managers must be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. This Operating Agreement may be amended from time to time according to its provisions.

Section 1.13 Management

The Company's Managers will manage the Company's business. The Managers have exclusive authority to act for the Company in all matters. The authorities and duties of the Managers are set forth in the Operating Agreement names and addresses of the initial Managers are:

Benjie T. Nichols
845 Dyson Drive
Winter Springs, Florida 32708

Donna L. Nichols
845 Dyson Drive
Winter Springs, Florida 32708

Section 1.14 Indemnification and Liability

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

Section 1.15 Transferability of Interest

Interest in the Company is nontransferable except as specifically set forth in the Company's Operating Agreement.

Signed on February 20, 2015



Mary Merrell Bailey, Esquire, Organizer

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ALABAMA
RECORDS