

L/50001123 84

(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:

OK to process per Gina's
Request.

82-615

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FILED
Jun 25, 2015 08:00 AM
Secretary of State

JUL 6 2015

S. GILBERT

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Eve Partners, LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles 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. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Charles H. Keller

(Contact Person)

Thames Markey & Heekin, P.A.

(Firm/Company)

50 North Laura Street, Suite 1600

(Address)

Jacksonville, Florida 32202

(City, State and Zip Code)

chk@tmhlaw.net

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

For further information concerning this matter, please call:

Charles H. Keller

at (904) 358-4000

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
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

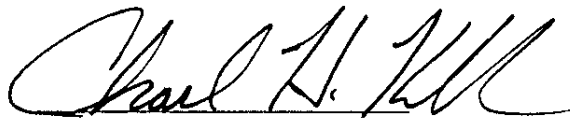
Prepared By:
Thames Markey & Heekin, P.A.
50 N. Laura Street, Suite 1600
Jacksonville, Florida 32202
(904) 358-4000
(904) 358-4001 (Facsimile)

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Charles H. Keller, hereinafter referred to as Affiant, who, being first duly sworn by me, deposes and says:

1. That this Affidavit is being given upon the personal knowledge of the Affiant.
2. Affiant is the Authorized Representative of Eve Partners, LLC, a Florida limited liability company, filed April 29, 2015 with the Florida Department of State, Division of Corporations, under document number L15000075553 (the "Company").
3. The Company was filed in error as part of a conversion of a Georgia limited liability company with the same name.
4. The Company has filed Articles of Dissolution.
4. The Affiant and the Company will not revoke the dissolution, and hereby release the name so that the Articles of Conversion, along with the Articles of Organization for the current Georgia limited liability company can be filed with the Florida Department of State, Division of Corporations as originally planned.
5. Affiant, as the Authorized Representative of the Company is authorized to execute all documents, including Articles of Dissolution of the Company, this Affidavit, Articles of Conversion, Articles of Organization, and any and all documents as may be necessary in relation to the dissolution of the Company, and the filing of the conversion documents to effectuate "Eve Partners, LLC" being converted from a Georgia limited liability company to a Florida limited liability company.

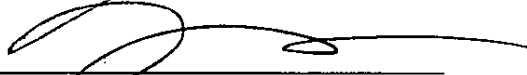
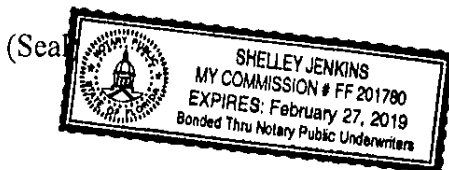
FURTHER, Affiant sayeth naught.



Charles H. Keller,
Authorized Representative

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed to before me this 24th day of June, 2015, by Charles H. Keller, who is personally known to me and who did not take an oath.



Notary Public for the State of Florida
Commission Expires: 2.27.19
Shelley Jenkins

FILED

Jun 25, 2015 08:00 AM

Secretary of State

**ARTICLES OF CONVERSION
For
EVE PARTNERS, LLC,
A GEORGIA LIMITED LIABILITY COMPANY,
Into
EVE PARTNERS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being a duly authorized representative of the members and the company, desiring to convert a Georgia limited liability company into a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Conversion:

ARTICLE I – NAME OF OTHER BUSINESS ENTITY

The name of the foreign converting entity prior to the filing of these Articles of Conversion is EVE Partners, LLC (the “Other Business Entity”).

ARTICLE II – FORMATION OF OTHER BUSINESS ENTITY

The Other Business Entity is a limited liability company first organized and formed under the laws of the State of Georgia on November 7, 2001.

ARTICLE III - NAME; ARTICLES OF ORGANIZATION

The name of the Florida limited liability company is EVE Partners, LLC (the “Florida Limited Liability Company”). The Articles of Organization for the Florida Limited Liability Company is attached hereto as Exhibit A.

ARTICLE IV – EFFECTIVE DATE

These Articles of Conversion shall be effective as of the date of the filing of these Articles of Conversion with the Secretary of State of the State of Florida (the “Effective Time”).

ARTICLE V - APPROVALS

In accordance with Section 605.1043 of the Florida Revised Limited Liability Company Act and Section 14-11-906 of the Georgia Limited Liability Company Act, a plan of conversion, setting forth the terms and conditions of the conversion of the Other Business Entity into the Florida Limited Liability Company, has been adopted by the Other Business Entity and was approved by all of the members and all of the managers of the Other Business Entity.

IN WITNESS THEREOF, the undersigned has hereunto set her hand and seal this 15th
day of April, 2015.

EVE Partners, LLC

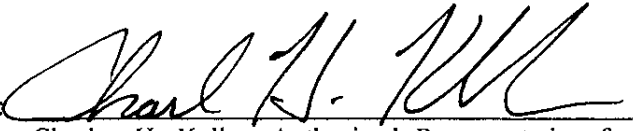
By: 
Charles H. Keller, Authorized Representative for
Florida and Georgia

EXHIBIT A

Articles of Organization

See attached.

FILED
Jun 25, 2015 08:00 AM
Secretary of State

**ARTICLES OF ORGANIZATION
OF
EVE PARTNERS, LLC**

The undersigned, being a duly authorized representative of the members and the company, desiring to convert a Georgia limited liability company into a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is EVE Partners, LLC (the "Company").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Company are:

835 Ponte Vedra Blvd.
Ponte Vedra Beach, Florida 32082

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing all lawful business ~~permitted~~ under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE VI - REGISTERED OFFICE AND AGENT

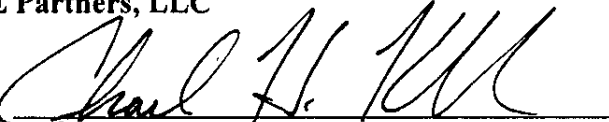
The Company hereby (i) designates 50 North Laura Street, Suite 1600, Jacksonville, Florida 32202 as the street address of the Company's registered office, and (ii) names Thames Markey & Heekin, P.A. as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS THEREOF, the undersigned has hereunto set her hand and seal this 15th day of April, 2015.

EVE Partners, LLC

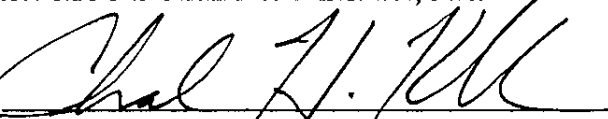
By: 
Charles H. Keller, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: April 15th, 2015

THAMES MARKEY & HEEKIN, P.A.

By: 
Charles H. Keller, Authorized Representative