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# LAW OFFICES OF JUDITH A. JARVIS, P.A.

June 29, 2015

#### BY OVERNIGHT MAIL

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re:

LexDevCoJax, LLC

Conversion of Corporation to Limited Liability Company

To whom it may concern:

We would like to apply to convert LexDevCoJax, Inc., a Florida corporation, to LexDevCoJax, LLC, a Florida limited liability company. The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to effectuate this conversion, in accordance with §605.1045, F.S.

If you should have any questions, please contact the undersigned at 954-873-6294 or by email at jjarvis@jajpa.com

Thank you in advance for your attention to this matter.

Sincerely,

LAW OFFICES OF JUDITH A. JARVIS, P. A.

Judith A. Jarvis

JAJ/ns Enclosure

#### **ARTICLES OF CONVERSION**

for

# LEXDEVCOJAX, INC.

into

# LEXDEVCOJAX, LLC

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 § 605.1045, Florida Statutes.

- 1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is LexDevCoJax, Inc., a Florida corporation incorporated on April 21, 2015.
- 2. The name of the Florida Limited Liability Company, as set forth in the attached Articles of Organization, is LexDevCoJax, LLC.
- 3. The effective date of this conversion shall be the date of filing of these Articles of Conversion.
- 4. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 29th day of June, 2015

LEXDEVCOJAX, LLC

Bernard T. Moyle

Manager

LEXDEVCOJAX, INC.

Bernard T. Moyle

President and Sole Director

#### **ARTICLES OF ORGANIZATION**

for

# LEXDEVCOJAX, LLC

# ARTICLE I - NAME

The name of the Limited Liability Company is LexDevCoJax, LLC (the "Company").

#### ARTICLE II - Addresses

The mailing address and street address of the principal office of the Limited Liability Company is 3300 N. University Drive, Suite 500, Coral Springs, Florida 33065.

The principal business address of the Company is 1515 Prudential Drive, Jackson le Florida 32207.

#### **ARTICLE III – Effective Date**

The effective date of these Articles of Organization shall be the date of their filing with the Secretary of State.

# ARTICLE IV – Management

- 4.1 <u>Authority of Manager</u>. The Members shall appoint one Manager from time to time. The Manager shall have all powers necessary or appropriate to manage the business and affairs of the Company including, by way of illustration and not by way of limitation, the following:
- (a) the power to acquire and manage property, real or personal, immovable or movable, corporeal or incorporeal, in the name of the Company, by purchase, lease, exchange, or otherwise, for such consideration and on such terms as the Manager, in its sole discretion, deems appropriate;
- (b) the power to establish title and other restrictions affecting any property owned by the Company;
- (c) the power to borrow money for Company purposes, in such amounts and on such terms as the Manager, in its sole discretion, deems appropriate, and the power to mortgage, pledge or otherwise encumber any company property, real or personal, immovable or movable, corporeal or incorporeal;

- (d) the power to incur indebtedness or obligations on behalf of the Company;
- (e) the power to mortgage, pledge or encumber any, all or substantially all of the assets of the Company in connection with the incurrence of indebtedness, obligations or guaranties by or for the benefit of the Company or its affiliates;
- (f) the power to alienate, lease, encumber, exchange or otherwise dispose of Company property, real or personal, immovable or movable, corporeal or incorporeal (but subject to the power reserved to the Members in subparagraph 4.2(c) of these Articles);
- (g) the power to construct improvements on, demolish, rehabilitate, refurbish or otherwise alter any of the Company's property;
- (h) the power to hire, employ or contract with any provider of services whom the Manager, in its sole discretion, chooses to perform services for the Company;
- (i) the power to authorize and perform contracts pertaining to the Company's affairs, business, concerns and matters of whatever nature and kind, without any exception or reservation whatsoever except only as expressly reserved to the Members in subparagraph 4.2 of these Articles;
- (j) the power to institute, defend or settle any litigation involving the Company or its affairs, as the occasion shall require;
  - (k) the power to lend money for Company purposes;
- (I) the power to make various elections for federal, state and local tax purposes;
- (m) the power to establish bank accounts and engage in usual and customary banking transactions; and
- (n) the power to exercise any and all other powers that are vested in the Managers by the other provisions of these Articles, the Company's Operating Agreement or by operation of Florida law.
- 4.2 <u>Powers Reserved to the Members</u>. The Members shall have exclusive power and authority to approve:
  - (a) the election or removal of the Manager;
  - (b) the dissolution and winding up of the Company;

- (c) the sale, exchange, lease or other transfer of all or substantially all of the assets of the Company (but not limiting the power granted to the Manager in paragraph 4.1 of these Articles);
  - (d) the merger or consolidation of the Company; and
  - (e) an amendment to the Articles or the Company's Operating Agreement.
- 4.3 <u>No Limitations in Operating Agreement</u>. Third parties are entitled to rely on these Articles and no power granted herein shall be limited by the Company's Operating Agreement. In the event of a conflict between these Articles and the Company's Operating Agreement, these Articles shall govern.
- 4.4 <u>Initial Manager</u>. The name and address of the person authorized to manage and control the Company as of the filing of these Articles is:

Bernard T. Moyle, Manager 3300 N. University Drive, Suite 500 Coral Springs, Florida 33065

#### **ARTICLE V – Indemnification**

The Company shall indemnify the Members and Manager and hold them harmless with respect to any claim, demand, debt, obligation, or other liability arising by reason of such party's former or present capacity as a Member or Manager including any claim, debt, obligation, or other liability as a guarantor of an obligation of the Company (if applicable), provided such claim, demand, debt, obligation, or other liability does not arise from such person's breach of § 605.0405, § 605.0407, § 605.04071, § 605.04072, § 605.04074, or § 605.04091 or successor statutes to any of the foregoing. Any repeal or modification of this Article by the Company shall not adversely affect any right or protection of any Member or Manager with respect to any claim, demand, debt, obligation, or other liability arising prior to the time of such repeal or modification.

# **ARTICLE VI - REGISTERED AGENT**

The name and the Florida street address of the registered agent are:

Judith A. Jarvis 3300 N. University Drive, Suite 500 Coral Springs, Florida 33065

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.

Sudith A. Jarvis

This document is executed in accordance with § 605.0203(1)(b), Florida Statutes. 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 § 817.155, Florida Statutes.

Bernard T. Moyle, Member

Dated: June 29, 2015