

L1600000 23923

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

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W1600000 1301



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16 FEB -3 PM 3:30



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 11, 2016

AMY E. KAUFFMAN
NIKOLAUS & HOHENADEL, LLP
212 NORTH QUEEN STREET
LANCASTER, PA 17603

SUBJECT: TERA VERDE MANAGEMENT ADVISORS, LLC
Ref. Number: W16000001301

We have received your document for TERA VERDE MANAGEMENT ADVISORS, 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 of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

The Certificate of Conversion must be signed by an authorized person.

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) 245-6052.

Tyrone Scott
Regulatory Specialist II

Letter Number: 116A00000558

RECEIVED
16 FEB -3 PM 2:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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December 23, 2015

Via Federal Express Delivery to:

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

Re: TeraVerde Management Advisors, LLC

Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced limited liability company, please find the following original documents:

1. Certificate of Conversion, and
2. Articles of Organization for Florida Limited Liability Company.

These documents are being filed in connection with a change of domestication of the above-referenced entity from the Commonwealth of Pennsylvania to the State of Florida in accordance with Section 605.1045, F.S. Also, enclosed is a check payable to the Florida Department of State in the amount of \$180.00 as payment of the applicable filing fees and certified copy for the enclosed documents.

Florida Department of State
December 23, 2015
Page 2

Please file the documents and acknowledge filing by returning a certified copy thereof in the self-addressed, postage paid return envelope which is enclosed.

With kind regards.

Sincerely,

A handwritten signature in black ink, appearing to read 'Amy E. Kauffman', with a stylized, flowing script.

Amy E. Kauffman,
Paralegal

/aek:00800869

Enclosures

cc: Alexander Henderson, III, Esquire
Phillip J. Caramenico, Esquire

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:

TeraVerde Management Advisors, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company.

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Pennsylvania
on February 15, 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**:

TeraVerde Management Advisors, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: December 31, 2015.

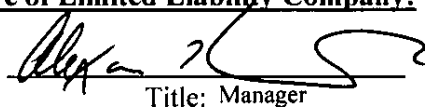
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 22 day of December 2015.

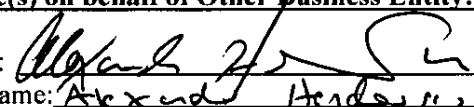
Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Alexander Henderson, III

Title: Manager

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

Signature: 

Printed Name: Alexander Henderson, III

Title: Manager

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TeraVerde Management Advisors, 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:

805 Estelle Drive, Suite 111

Lancaster, PA 17603

Mailing Address:

805 Estelle Drive, Suite 111

Lancaster, PA 17603

ARTICLE III - Registered Agent, Registered Office, & 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:

James M. Deitch

Name

9072 Siesta Bay Drive

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

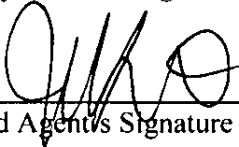
Naples

City

FL 34128

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..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

16 FEB - 3 PM 3:38

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Alexander Henderson, III

805 Estelle Drive, Suite 111

Lancaster, PA 17603

MGR

James M. Deitch

805 Estelle Drive, Suite 111

Lancaster, PA 17603

(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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



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

This document is executed in accordance with section 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 s.817.155, F.S.

Alexander Henderson, III, Member

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)