

LI600042844

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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07/20/16--01026--005 **185.00

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16 JUL 20 AM 7:42
FBI - MEMPHIS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MAGNOLIA HOTEL GROUP, 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:

Jerry L. Watts, II

(Contact Person)

Page, Scrantom, Sprouse, Tucker & Ford, P.C.

(Firm/Company)

P.O. Box 1199

(Address)

Columbus, Georgia 31902

(City, State and Zip Code)

lja@psstf.com

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

For further information concerning this matter, please call:

Jerry L. Watts at (706) 324-0251

(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



Page Scrantom Sprouse Tucker Ford

ATTORNEYS & COUNSELLORS AT LAW

A Professional Corporation

PATRICK A. COLEMAN

DIRECT (706) 256-5303

FAX (706) 243-0417

EMAIL: pac@psstf.com

August 1, 2016

VIA FEDERAL EXPRESS

Registration Section

Florida Division of Corporations

Clifton Building

Attn: Jessica Fason

2661 Executive Center Circle

Tallahassee, FL 32301

Re: Conversion of Magnolia Hotel Group, LLC

Jessica:

Pursuant to your letter dated July 28, 2016, which is enclosed, please find the Articles of Conversion and Articles of Organization for Magnolia Hotel Group, LLC with all of the requisite signatures. I respectfully request that you process the documents and, pursuant to my earlier package, return a certified copy of the documents as well as a Certificate of Status, for which I have enclosed a prepaid envelope.

I hope that this satisfies all of the requirements that your office needs. If anything else is needed, please do not hesitate to contact me at the above contact information. Thank you very much for your assistance.

Sincerely,

PAGE, SCRANTOM, SPROUSE,
TUCKER & FORD, P.C.

By

Patrick A. Coleman

PAC/
Enclosures

S i n c e 1 9 0 4



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 28, 2016

JERRY L. WATTS, II
PO BOX 1199
COLUMBUS, GA 31902

SUBJECT: MAGNOLIA HOTEL GROUP, LLC
Ref. Number: W16000052481

We have received your document for MAGNOLIA HOTEL GROUP, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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.

Jessica A Fason
Regulatory Specialist II

Letter Number: 416A00015857

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:
MAGNOLIA HOTEL GROUP, 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 Georgia
on July 23, 2012 (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**:
MAGNOLIA HOTEL GROUP, 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.)

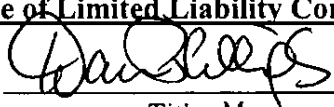
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

FILED
16 JUL 20 AM 7:42

Signed this 12 day of July 2016.

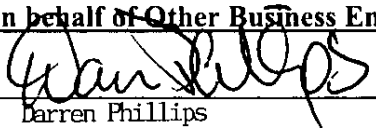
Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Darren Phillips

Title: Member

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

Signature: 

Printed Name: Darren Phillips

Title: Member

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:

MAGNOLIA HOTEL GROUP, 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:

12011 Front Beach Road #902

Panama City Beach, Florida 92407

Mailing Address:

7336 Bear Lane

Columbus, Georgia 31909

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:

Darren Phillips

Name

12011 Front Beach Road #902

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

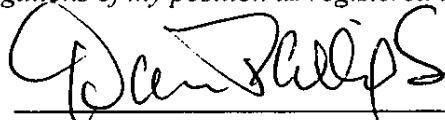
Panama City Beach

FL 92407

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..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member
"MGR" = Manager
AMBR

Name and Address:

Darren Phillips
12011 Front Beach Road #902
Panama City Beach, Florida, 92407

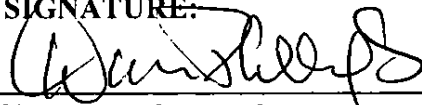
(Use attachment if necessary)

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.

Darren Phillips, 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)