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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

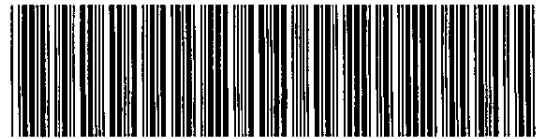
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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10/20/16--01021--016 **185.00

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M. MOON
NOV 07 2016



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 25, 2016

ELIZABETH CARTER
1200 RIVERPLACE BLVD., STE. 800
JACKSONVILLE, FL 32207

SUBJECT: WISE CHOICE PROPERTIES OF JACKSONVILLE, LLC
Ref. Number: W16000072545

We have received your document for WISE CHOICE PROPERTIES OF JACKSONVILLE, 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):

The document must be signed by a member or an authorized representative of a member.

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.

Matthew T Moon
Regulatory Specialist II

Letter Number: 416A00022904

16 NOV - 7 AM 10:10

FILED
STATE
CLERK
JACKSONVILLE

16 NOV - 7 AM 10:10

Date: October 14, 2014

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wise Choice Properties of Jacksonville, 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:

Elizabeth Carter

(Contact Person)

Marks Gray, P.A.

(Firm/Company)

1200 Riverplace Blvd., Suite 800

(Address)

Jacksonville, FL 32207

(City, State and Zip Code)

ecarter@marksgray.com

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

For further information concerning this matter, please call:

Elizabeth Carter

at (904) 807-2122

(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

16 NOV -7 AM 10:10

FILED
NOV 16 2014
TALLAHASSEE, FL
CLERK OF SUPERIOR COURT

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:
WCP, Inc. (Florida alternate name: Wise Choice Properties of Jacksonville, Inc.) FL00000000. 304
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a foreign 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 Wyoming
on January 22, 2008 (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**:
Wise Choice Properties of Jacksonville, 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.

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1005A

Signed this 29th day of September 2016.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: Janet C. Wylie Title: Manager

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

Signature: [Signature]
Printed Name: Janet C. Wylie Title: President

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)

16 NOV -7 AM 10:10

FILED
SEP 27 2016
CLERK OF CIRCUIT COURT
JANET C. WYLIE

FILED
STATE
16 NOV - 7 AM 10:10

**ARTICLES OF ORGANIZATION
OF
WISE CHOICE PROPERTIES OF JACKSONVILLE, LLC**

We, the undersigned, hereby execute these Articles of Organization for the purpose of organizing a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of the limited liability company is WISE CHOICE PROPERTIES OF JACKSONVILLE, LLC.

ARTICLE II

The mailing address of the limited liability company shall be 34 19TH Ave., S., Jacksonville Beach, Florida 32250, and its street address is the same.

ARTICLE III

The business purpose of the limited liability company is to engage in any lawful act or activity which may be carried on by limited liability companies in the State of Florida and, in connection therewith, the limited liability company shall have and may use, exercise and enjoy, all the powers of limited liability companies conferred by the limited liability company laws of the State of Florida.

ARTICLE IV

The address of the initial registered office of this limited liability company in Florida shall be 1200 Riverplace Blvd., Suite 800, Jacksonville, Florida 32207, and its initial registered agent at that address shall be John R. Crawford. The Board of Managers may, from time to time, change the registered office and registered agent of the limited liability company upon notification to the proper authorities.

ARTICLE V

The limited liability company shall have perpetual existence.

ARTICLE VI

The limited liability company shall be managed by a Board of Managers, who shall be elected or designated by the members in accordance with the operating agreement governing the limited liability company. The number of the Managers of this limited liability company shall be not less than one (1) nor more than five (5), as fixed from time to time by the provisions of the operating agreement.

ARTICLE VII

The names and addresses of the members of the first Board of Managers, who, subject to the provisions of the operating agreement and these Articles of Organization, shall hold office until their successors are elected and have qualified pursuant to the operating agreement are as follows:

<u>Name</u>	<u>Street Address</u>
Janet C. Wylie	34 19 th Ave., S. Jacksonville Beach, Florida 32250
Frank Wise	34 19 th Ave., S. Jacksonville Beach, Florida 32250

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STATE
CLERK

ARTICLE VIII

The names and addresses of the subscribers to these Articles of Organization, who are the authorized representatives of the limited liability company and its members, are as follows:

<u>Name</u>	<u>Street Address</u>
Janet C. Wylie	34 19 th Ave., S. Jacksonville Beach, Florida 32250
Frank Wise	34 19 th Ave., S. Jacksonville Beach, Florida 32250

ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the limited liability company:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the operating agreement, the Managers shall have the general management and control of the business and may exercise all of the powers of the limited liability company, except such as may be by statute, or by the operating agreement as constituted from time to time, expressly conferred upon or reserved by the members.

(2) Subject always to such operating agreement as may be adopted from time to time by the members, the Board of Managers is expressly authorized to adopt, alter and amend the operating agreement of the limited liability company, but any provision thereof adopted, altered or amended by the Managers may be altered, amended or repealed by the members. The limited liability company shall have such officers as from time to time may be provided in the operating agreement and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the operating agreement or as may be determined from time to time by the Board of Managers, subject to the operating agreement.

(3) No Manager or officer of this limited liability company shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this limited liability company either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this limited liability company be void or voidable or affected by reason of the

fact that any such Manager or officer, or any firm of which any such Manager or officer is a member or employee, or any limited liability company or corporation of which any such Manager or officer is an officer, director, manager, member, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this limited liability company, even though the vote of the Manager(s) or officer(s) having such interest shall have been necessary to obligate this limited liability company upon such contract, transaction or act; and no Manager or officer having such interest shall be liable to this limited liability company or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Manager or officer be accountable for any gains or profits realized thereon.

ARTICLE X

This limited liability company reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribing members or authorized representatives of the limited liability company, have hereunto set our hands and seals for the purpose of organizing this limited liability company under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true, all on this 28 day of September, 2016.

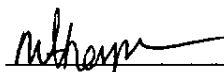
 (SEAL)
Janet C. Wylie

 (SEAL)
Frank Wise

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared this day Janet C. Wylie and Frank Wise, the parties to the foregoing Articles of Organization, who are ☒ personally known to me or produced ☐ Florida Driver's License or ☐ _____ as identification and to me known to be the individuals described in and who executed the foregoing Articles of Organization, and who acknowledged before me that they made, subscribed and acknowledged the foregoing Articles of Organization as their voluntary act and deed as members or authorized representatives of said limited liability company, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 28th day of September, 2016.



Signature of Notary Public
Notary Public, State and County aforesaid
My commission expires: 5/25/2020

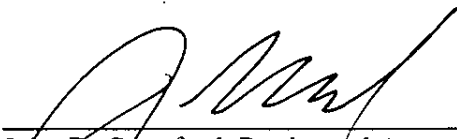
(Notarial Seal)



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Wise Choice Properties of Jacksonville, LLC, a Florida limited liability company, at the place designated in the Articles of Organization of said limited liability company, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents of limited liability companies.



John R. Crawford, Registered Agent

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SEC. OF STATE
TALLAHASSEE, FLORIDA
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