

L17-000059027

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

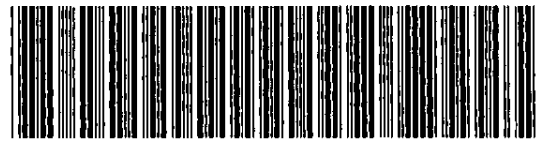
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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17 MAR 15 AM 11:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W17 - 16260

03/15/17



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 24, 2017

GOSIA BOCHENEK  
8000 TOWERS CRESCENT DR., STE. 160  
TYSONS CORNER, VA 22182

SUBJECT: MELBY VENTURES, LLC  
Ref. Number: W17000016260

We have received your document for MELBY VENTURES, 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):

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.

The document must be signed by a chairman, vice chairman, director, officer, or an incorporator, if directors or officers have not been selected.

Please return the corrected original and one copy of 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.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 917A00003623

17 FEB 15 PM 3:20  
RECEIVED  
DIVISION OF CORPORATIONS

# COCHRAN & ALLAN

3000 Towers Crescent Drive, Suite 160  
Tysons Corner, Virginia 22082  
Phone: 703.847.4480 • Fax: 703.847.4499  
[www.cochranallan.com](http://www.cochranallan.com)

Gosia J. Bochenek  
[gbochenek@cochranallan.com](mailto:gbochenek@cochranallan.com)  
Direct dial: 703.847.4482  
Admitted in VA and CT

March 13, 2017

## VIA UPS

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

**Re: Melby Ventures, LLC**

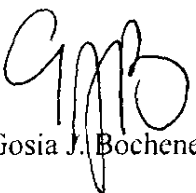
Dear Sir or Madam:

Resubmitted in connection with conversion of a Maryland limited liability company referenced above to a Florida limited liability company, enclosed please find the following:

1. Corrected Articles of Conversion with the signature of the converting entity; and
2. Articles of Organization for Florida Limited Liability Company.

Please return the confirmation of filing to my attention. If you have any questions regarding this submission, please call me at 703-847-4482.

Sincerely,



Gosia J. Bochenek

Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Melby Ventures, 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:

Gosia J. Bochenek, Esq.  
(Contact Person)

Cochran Allan  
(Firm/Company)

8000 Towers Crescent Drive, Suite 160  
(Address)

Tysons Corner, VA 22182  
(City, State and Zip Code)

Scott@melbyventures.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Gosia J. Bochenek at ( 703 ) 847-4482  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

|   |   |  |  |
|---|---|--|--|
| <input type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input checked="" type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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

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17 MAR 15 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF CONVERSION**  
converting  
**MELBY VENTURES, LLC**  
a Maryland limited liability company  
to  
**MELBY VENTURES, LLC**  
a Florida limited liability company

These Articles of Conversion and attached Articles of Organization are submitted to convert the Maryland limited liability company named below into a Florida limited liability company, in accordance with §605.1045 of the Florida Statutes.

1. The name of the limited liability company immediately prior to the filing of these Articles of Conversion is Melby Ventures, LLC. The jurisdiction of formation of the converting limited liability company is the State of Maryland. The date of filing of the original Articles of Organization of the converting limited liability company with the Maryland Department of Assessments and Taxation is January 22, 2014.
2. By virtue of ~~the~~ Articles of Conversion and the Articles of Organization filed for the record herewith, the Maryland limited liability company is converting to a limited liability company organized in the State of Florida under the name of Melby Ventures, LLC.
3. The full text of the Articles of Organization of the converted limited liability company as they will be in effect immediately after consummation of the conversion is attached hereto and incorporated herein.
4. The conversion was approved by the sole member of the converting limited liability company in accordance with the provisions of § 4A-403(d)(1) of the Maryland Code.
5. The converted limited liability company has agreed to pay to the sole member the amount to which such member may be entitled under § 605.1006 and §§ 605.1061-605.1072 of the Florida Statutes.
6. These Articles of Conversion shall be effective upon their filing and acceptance for record by the Florida Department of Corporations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of this 6<sup>th</sup> day of March, 2017.

**CONVERTING ENTITY:**

MELBY VENTURES, LLC,  
a Maryland limited liability company

By: \_\_\_\_\_

Scott E. Melby, Manager

**CONVERTED ENTITY:**

MELBY VENTURES, LLC,  
a Florida limited liability company

By: \_\_\_\_\_

Scott E. Melby, Manager

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Melby Ventures, 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:

Mailing Address:

2400 Gulf Shore Boulevard N.

Unit 201

Naples, FL 34103

2400 Gulf Shore Boulevard N.

Unit 201

Naples, FL 34103

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:

Scott E. Melby

Name

2400 Gulf Shore Boulevard N. Unit 201

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

Naples, FL 34103

City

State

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)

Page 1 of 2

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TALLAHASSEE, FLORIDA

**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:**

Scott E. Melby

2400 Gulf Shore Boulevard N., Unit 201

Naples, FL 34103

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

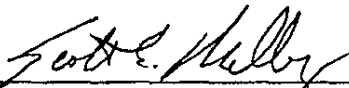
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**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.

SCOTT E. MELBY

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)

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17 MAR 15 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA