

L17000102425

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

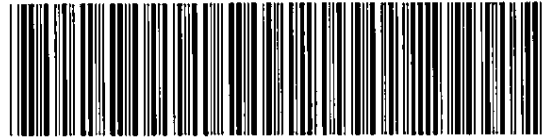
(Document Number)

Certified Copies _____ Certificates of Status _____

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04/13/17--01003--004 **185.00

RECEIVED
DEPARTMENT OF STATE
17 APR 19 AM 10:52

2017 MAY -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

C. GOLDEN
MAY 10 2017

FAIRBANKS LAW GROUP, P.L.

ATTORNEYS AND COUNSELORS AT LAW

113 NATURAL WALK PARKWAY, SUITE 103

ST. AUGUSTINE, FLORIDA 32092

PHONE: 904-507-6300

FACSIMILE: 904-239-3000

RFAIRBANKS@FAIRBANKSLAWGROUP.COM

May 4, 2017

VIA HAND DELIVERY – COURIER SERVICE

Florida State Department of Corporations
Attention: Claretha Golden
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: California Trends, LLC – W17000033713

Dear Claretha:

Pursuant to our previous telephone call, you asked me to resubmit the enclosed fully executed documents. It is my understanding that you still have this firm's check numbered 1554 in the amount of \$185.00 for filing fees.

If you have any questions, please do not hesitate to call.

Thank you.

Sincerely,



Patricia A. Fairbanks

:paf

Enclosures

RECEIVED
2017 MAY -8 PM 3:01
TALLAHASSEE, FL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Courier Service
Call when ready
524-6243

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: California Trends, 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:

Randal C. Fairbanks, Esq.

(Contact Person)

Fairbanks Law Group, PL

(Firm/Company)

113 Nature Walk Parkway, Suite 103

(Address)

St. Augustine, FL 32092

(City, State and Zip Code)

rfairbanks@fairbankslawgroup.com

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

For further information concerning this matter, please call:

Randal C. Fairbanks at (904) 507-6300

(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)

☐ \$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:

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

MAILING ADDRESS:

New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 MAY -8 AM 11:45

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 8, 2017

RANDAL C. FAIRBANKS, ESQUIRE
113 NATURE WALK PARKWAY
SUITE 103
ST. AUGUSTINE, FL 32092

SUBJECT: CALIFORNIA TRENDS, LLC
Ref. Number: W17000033713

We have received your document for CALIFORNIA TRENDS, 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):

You must attach or include the articles of organization for the new Florida limited liability company.

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.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 617A00009089

FILED

2017 MAY -8 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED

2017 MAY -8 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 19, 2017

RANDAL C. FAIRBANKS, ESQUIRE
113 NATURE WALK PARKWAY
SUITE 103
ST. AUGUSTINE, FL 32092

SUBJECT: CALIFORNIA TRENDS, LLC
Ref. Number: W17000033713

We have received your document for CALIFORNIA TRENDS, 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 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.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 117A00007633

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED

2017 MAY -8 AM 11:45

SECRETARY OF STATE
TALLahassee, FLORIDA

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:
California Trends, Inc.

(Enter Name of Other Business Entity) Saw 127

2. The "Other Business Entity" is a 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 Florida
January 22, 1991 (Enter state, or if a non-U.S. entity, the name of the country)
on _____
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
California Trends, 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 calendar 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.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 2nd day of May 20 17.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: X Eileen Alexon
Printed Name: Eileen Alexon Title: Manager

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

Signature: X Eileen Alexon
Printed Name: Eileen Alexon Title: Officer & Director

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)

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2017 MAY -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLAN OF CONVERSION
OF
CALIFORNIA TRENDS, INC.

2017 MAY -8 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan of Conversion (the "Plan") of California Trends, Inc., a Florida corporation (the "Corporation"), is made effective on the day of its execution.

WHEREAS, the Corporation is organized under the laws of the State of Florida;

WHEREAS, the Corporation desires to convert into and to hereafter become and continue to exist as a Florida limited liability company pursuant to Section 605.1042 *et seq.* of the Florida Revised Limited Liability Company Act (the "LLC Act") and Section 607.1112 *et seq.* of the Florida Business Corporation Act (the "Business Corporation Act");

WHEREAS, pursuant to Section 605.1042 *et seq.* of the LLC Act and Section 607.1112 *et seq.* of the Business Corporation Act, the Board of Directors of the Corporation has, by resolutions duly adopted, recommended this Plan to the sole shareholder of the Corporation (the "Shareholder") to effect the conversion of the Corporation to a Florida limited liability company pursuant to Section 605.1042 *et seq.* of the LLC Act (the "Conversion"), upon the terms and subject to the conditions set forth in this Plan; and

WHEREAS, this Plan has been approved and adopted by the Shareholder;

NOW, THEREFORE, this Plan is hereby approved to convert the Corporation into a Florida limited liability company:

1. Conversion. Upon the terms and subject to the conditions set forth in this Plan, and pursuant to Section 605.1042 *et seq.* of the LLC Act and Section 607.1112 *et seq.* of the Business Corporation Act, at the Effective Time (as hereinafter defined), the Corporation shall be converted into and shall hereafter become and continue to exist as a Florida limited liability company under the name "Duke Energy Florida, LLC" (the "LLC").

2. Effective Time. The Conversion shall become effective (the "Effective Time") at the effective time and date specified in the Articles of Conversion and Articles of Organization (the "Articles"), in substantially the form attached hereto as Exhibit A, filed with the Secretary of State in the State of Florida.

3. Effects of the Conversion. The consummation of the Conversion shall have all of the effects set forth in Section 605.1046 of the LLC Act and Section 607.1114 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, at the Effective Time, all of the obligations of the Corporation as well as all of the rights, privileges and powers of the Corporation, and all property, real, personal and mixed, and all debts due to the Corporation or owed by the Corporation, and all franchises, licenses and permits held by the Corporation, as well as all other things and causes of action belonging to the Corporation, shall remain vested in the LLC and shall be the property of the LLC, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of Section 605.1046 of the LLC Act and Section 607.1114 of the Business Corporation Act.

4. Operating Agreement of the LLC. At the Effective Time, the bylaws of the Corporation shall be replaced by and the LLC shall be governed by, the LLC operating agreement (the "Operating Agreement").

5. Conversion of Shares. At the Effective Time, by virtue of the Conversion and without any action on the part of the Corporation, the LLC or any holder thereof, the shares of common stock, no par value, of the Corporation, issued and outstanding immediately prior to the Effective Time, all of which are held by the Shareholder, shall be automatically converted into one hundred percent (100%) of the limited liability company interests of the LLC. Immediately prior to the Effective Time, there shall be outstanding no class or series of capital stock of the Corporation other than its common stock, no par value.

6. Termination. This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

7. Effect of Termination. If this Plan is terminated pursuant to Section 6 hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

8. Amendment. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

9. Governing Law. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

IN WITNESS WHEREOF, the undersigned hereby approves this Plan of Conversion as of this
11 day of April, 2017.



Eileen Alexon
Sole Director and Shareholder

FILED

2017 MAY -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

Articles of Organization

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED

ARTICLE I - Name:

The name of the Limited Liability Company is:

2017 MAY -8 AM 11:45

California Trends, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Must contain 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:

1321 N. 3rd Street

Jacksonville Beach, FL 32250

Mailing Address:

153 S. Roscoe Blvd.

Ponte Vedra Beach, FL 32082

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:

Eileen Alexon

Name

153 S. Roscoe Blvd.

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

Ponte Vedra Beach

FL 32082

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)

ARTICLE IV-

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

FILED

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

2017 MAY -8 AM 11:45

Eileen Alexon

153 S. Roscoe Blvd.

Ponte Vedra Beach, FL 32082

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Use attachment if necessary)

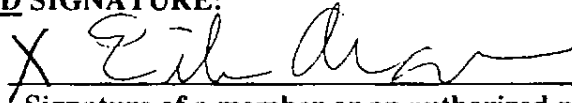
ARTICLE V: Effective date, if other than the date of filing: _____ . (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 calendar 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:

X 

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.

Eileen Alexon

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)