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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

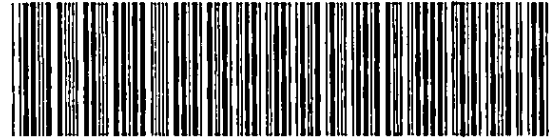
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer: 11/8/17

Mr. Blackburn argued F.S. 605.1045 does not require an original organizational date; it was explained via F.S. 605.1046 (1)a(2), however he still argued stating that F.S. 605.1046 (1)a(2) was strictly for the future effective date. Therefore, the document has been filed without an original deemed effective date.

Office Use Only



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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: NEKIYAH, 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:

DENNIS L. BLACKBURN

(Contact Person)

BLACKBURN & COMPANY, LC

(Firm/Company)

5150 BELFORT RD. SOUTH, BLDG. 500

(Address)

JACKSONVILLE, FL 32256

(City, State and Zip Code)

sylvia@carbuxcarwash.com

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

For further information concerning this matter, please call:

DENNIS L. BLACKBURN

at (904) 296-7713

(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

**ARTICLES AND PLAN OF CONVERSION FOR
NEKIYAH, LTD.
INTO NEKIYAH, LLC**

These Articles of Conversion and attached Articles of Organization are submitted in compliance with §§605.1041 and 620.2102, Florida Statutes.

ARTICLE I – ENTITY PRIOR CONVERSION

The name of the organization prior to conversion is NEKIYAH, LTD., a limited partnership ("Converting Organization"), which was formed under the laws of and is subject to the jurisdiction of Florida (Document # A99000000568).

ARTICLE II – ENTITY OF OTHER ORGANIZATION

The name of the converted organization is NEKIYAH, LLC, a Florida limited liability company ("Converted Organization"), as set forth in the attached Articles of Organization.

ARTICLE III – COMPLIANCE AND APPROVAL

The conversion of Converting Organization into the Converted Organization is in compliance with Chapters 620 and 605, Florida Statutes. The Plan of Conversion was approved by the Converting Organization in accordance with Chapter 620 and was approved by the Converted Organization in accordance with Chapter 605.

ARTICLE IV – EFFECTIVE DATE

The conversion shall be effective as of the date of filing of this Certificate of Conversion ("Effective Time").

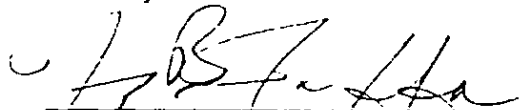
ARTICLE X – CONVERSION OF INTERESTS

At the Effective Time, each partner's interest in the Converting Organization shall be converted into a membership interest in the Converted Organization in proportion to their partnership interests in the Converting Organization.

Executed this 23rd day of October, 2017.

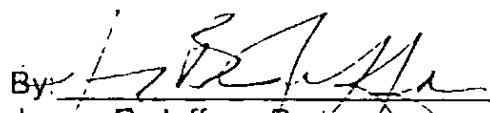
General Partner of Converting Organization:

Century 21 Car Wash of Mandarin, Inc.

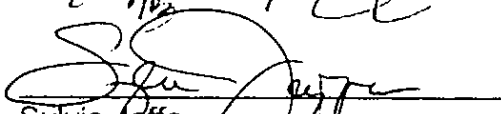

James R. Jaffa, President

Limited Partners of Converting Organization:

Blanding Storage Ventures


By: 
James R. Jaffa, a Partner



Andrew Jaffa


Sylvia Jaffa


Members of Converted Organization:

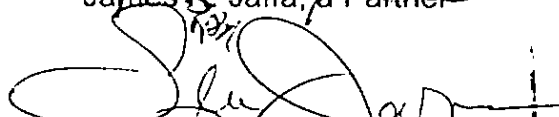
Century 21 Car Wash of Mandarin, Inc.

By: 
James R. Jaffa, President


Andrew Jaffa

Blanding Storage Ventures

By: 
James R. Jaffa, a Partner


Sylvia Jaffa

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**ARTICLES OF ORGANIZATION
OF
NEKIYAH, LLC**

The undersigned organizer, who is the authorized representative of the members of NEKIYAH, LLC (the "Company"), under the Florida Revised Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is NEKIYAH, LLC.

ARTICLE II - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III - ADDRESSES


Principal Office and Mailing Address:

11154 San Jose Boulevard
Jacksonville, FL 32223

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent is SYLVIA P. JAFFA, 11154 San Jose Boulevard, Jacksonville, FL 32223.

Having been named as registered agent and to accept service of process for NEKIYAH, LLC at the place designated in these Articles of Organization, SYLVIA P. JAFFA hereby accepts the appointment as registered agent, agrees to act in this capacity, to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of his position as registered agent.


SYLVIA P. JAFFA, REGISTERED AGENT

ARTICLE V - INITIAL MANAGER

The initial manager of the Company shall be ANDREW JAFFA, whose address is 11154 San Jose Boulevard, Jacksonville, FL 32223.

ARTICLE VI - ADDITIONAL MEMBERS

The members shall be entitled to admit additional members upon the consent of the Company's Members. Following the consent of the Members, any prospective member shall become a member upon payment of his, her or its contribution to the capital of the Company and upon such prospective member's agreement to comply with the Articles of Organization and Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The management of the Company shall be vested in the Managers. The name and address of the initial Manager is set forth in Article V. above.

ARTICLE VIII - RETURN OF CAPITAL

No member shall have the right to the return of his, her or its contribution to capital except as provided in the Company's Regulations or Operating Agreement.


ARTICLE IX- AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended by majority vote of the Members of the Company as provided in Chapter 605, Florida Statutes.

ARTICLE X - REGULATIONS / OPERATING AGREEMENT

The Regulations or Operating Agreement of this Company shall be approved, adopted and amended by the unanimous vote of the members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles of Organization as of the 23rd day of October, 2017.



ANDREW JAFFA,
Authorized Representative of the
Members

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NOTARY PUBLIC
FLORIDA