

L18000000045

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

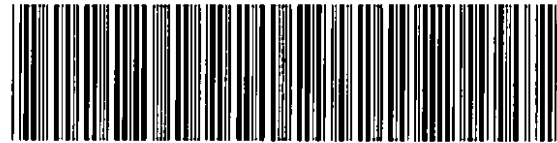
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

M. MOON
DEC 29 2017



400307060104

FILED

17 DEC 29 PM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 DEC 29 11:46:07

JAN 02 2019

T SCHROEDER



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: **December 29, 2017**

Account#: I200000000088

Name: **Marisa Kugelmann**

Reference #: **D311701**

Entity Name: **HATTIESBURG/OAKGROVE, LLC**

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: **\$150,000**

Signature: **Marisa Kugelmann**

• CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST., 10TH FL
NY, NY 10016
800.721.0107
+1.212.947.7200

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERS OFFICE AND S.W.A. 85
700, VICTORIA ST.
6 BEY'S MARKS, 11 FL
LONDON EC3A 7BA
+44 (0)20.3786.1090

• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
INFINITUS PLAZA, 12TH FL
159 DES VOEUX RD CENTRAL
HONG KONG
+852.3975.1803



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

These Articles of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Section 605.1045, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is: HATTIESBURG/OAK GROVE, INC. (the "Corporation").
2. The "Other Business Entity" is a corporation first incorporated under the laws of the State of Florida, effective March 7, 1988 (Document No.: M71626).
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: HATTIESBURG/OAK GROVE LLC.
4. The effective date of the conversion is December 30, 2017.
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 they are entitled under Sections 605.1006 and 605.1061-1072, F.S.

[Signatures hereto contained on following page.]

FILED
17 DEC 29 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
GP

Signed this 26th day of December, 2017

HATTIESBURG/OAK GROVE, INC.

/s/ Thomas D. Murray

By: _____

Name: Thomas D. Murray

Title: President

HATTIESBURG/OAK GROVE LLC

/s/ Thomas D. Murray

By: _____

Name: Thomas D. Murray

Title: Authorized Person

FILED
17 DEC 29 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OF

**ARTICLES OF ORGANIZATION
FOR
HATTIESBURG/OAK GROVE LLC**

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE 1

NAME

The name of the Limited Liability Company is HATTIESBURG/OAK GROVE LLC (the "Company").

ARTICLE 2

DURATION

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE 3

NATURE OF BUSINESS

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

ARTICLE 4

ADDRESS

The initial principal office address and mailing address of the Company are 2640 Golden Gate Parkway, #102, Naples, Florida 33942.

ARTICLE 5

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company is 2640 Golden Gate Parkway, #102, Naples, Florida 33942, and the name of the initial registered agent of the Company at that address is Thomas D. Murray.

17 DEC 29 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE 6

MEMBERSHIP CERTIFICATES

Each member's interest in the Company may be evidenced by a membership participation or unit certificate. No member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 7

INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE 8

MANAGEMENT

The Company shall be manager managed in accordance with the Company's Operating Agreement. The initial manager of the Company shall be Thomas D. Murray.

ARTICLE 9

AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of December 26, 2017.

/s/ Daniel J. Glassman

Daniel J. Glassman, Authorized Person

(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
17 DEC 29 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AS

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Thomas D. Murray hereby accepts the appointment as registered agent and agrees to act in this capacity. Thomas D. Murray further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.


THOMAS D. MURRAY

Dated: December 26, 2017

FILED
17 DEC 29 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DT