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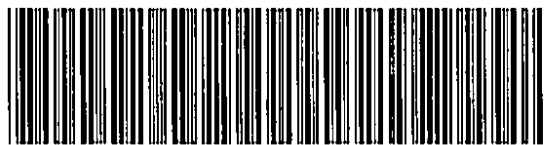
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. PAGE
JAN 04 2018



ELIZABETH A. CARTER
Paralegal
email: ecarter@marksgray.com
tel: 904.807-2122
fax: 904.399.8440

December 29, 2017

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Conversion with Articles of Organization
Earth Works Design & Maintenance, Inc., a Florida corporation to
Earth Works Design Maintenance, LLC, a Florida limited liability company
Ref Number: M72928

Dear Sir or Madam:

Enclosed are Articles of Conversion together with Articles of Organization to convert Earth Works Design & Maintenance, Inc., a Florida corporation to Earth Works Design & Maintenance, LLC, a Florida Limited Liability company. Also enclosed is our firm's check in the amount of \$150.00 to cover the filing fees.

Please note the effective date for this conversion needs to be January 1, 2018. If you have any questions, please feel free to contact me. Thank you for your assistance in this matter.

Very truly yours,

Elizabeth A. Carter
Paralegal to John R. Crawford

/eac

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Earth Works Design & Maintenance, 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., Ste. 800

(Address)

Jacksonville, FL 32202

(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

(Name of Contact Person)

at (904) 807-2122

(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 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:
Earth Works Design & Maintenance, Inc. M92928

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Florida 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
(Enter state, or if a non-U.S. entity, the name of the country)

on 03/21/1988
(date of organization, formation or incorporation)

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

Earth Works Design & Maintenance, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 01/01/2018

(The effective date: 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.)

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.

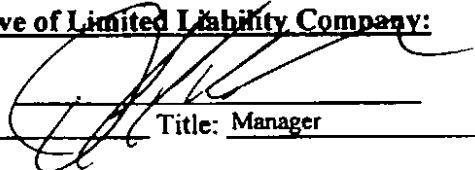
5. The plan of conversion has been approved in accordance with all applicable statutes.

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.

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TALLAHASSEE, FLORIDA

Signed this 1st day of January 20 18.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Douglas J. McGregor Title: Manager

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

Signature: 

Printed Name: Douglas J. McGregor Title: President

Signature: 

Printed Name: Mark L. Fechtel Title: Vice President

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)

ARTICLES OF ORGANIZATION
OF
EARTH WORKS DESIGN & MAINTENANCE, 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, effective January 1, 2018.

ARTICLE I

The name of the limited liability company is EARTH WORKS DESIGN & MAINTENANCE, LLC.

ARTICLE II

The mailing address of the limited liability company shall be 12501 Beach Blvd., Jacksonville, FL 32246, 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 initial 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>
Douglas J. McGregor	12501 Beach Boulevard Jacksonville, FL 32246
Mark L. Fechtel	12501 Beach Boulevard Jacksonville, FL 32246
Jason Duffney	12501 Beach Boulevard Jacksonville, FL 32246

ARTICLE VIII

The names and addresses of the subscribers to these Articles of Organization, who are

both authorized representatives of the limited liability company and its members, are as follows:

<u>Name</u>	<u>Street Address</u>
John R. Crawford	1200 Riverplace Blvd., Suite 800 Jacksonville, Florida 32207
Elizabeth A. Carter	1200 Riverplace Blvd., Suite 800 Jacksonville, Florida 32207

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.


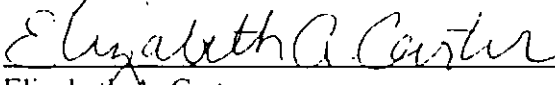
(3) No Manager or officer of this limited liability company shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this limited liability company either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act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

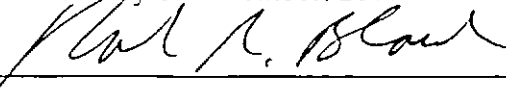
State of Florida these Articles of Organization and certify that the facts herein stated are true, all on this 29th day of December, 2017.


_____(SEAL)
John R. Crawford

_____(SEAL)
Elizabeth A. Carter

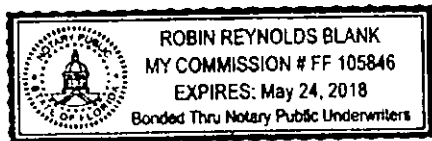
STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared this day John R. Crawford and Elizabeth A. Carter, the parties to the foregoing Articles of Organization, who are personally known to me 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 29th day of December, 2017.



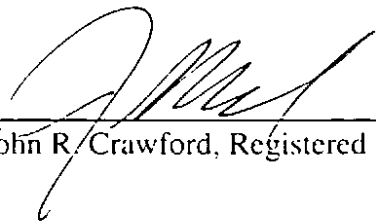
Signature of Notary Public
Notary Public, State and County aforesaid
My commission expires: _____



(Notarial Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Earth Works Design & Maintenance, 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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