

L18000027387

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

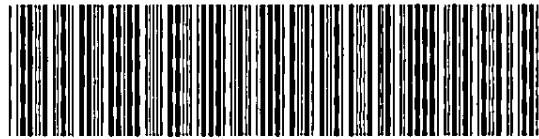
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

M. MOON

JAN 21 2018



200307175552

RECEIVED
DEPARTMENT OF STATE
18 JAN 22 AM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
18 JAN 22 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



COGENCYGLOBAL

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

Account#: I20000000088

Date: 1/23/2018

Name: Merritt Knickle

Reference #: D311701

Entity Name: CASSELTON CORNERS, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF FILING EVIDENCE

* Retain original

file date *

1-23-2018

Authorized Amount: \$150

Signature: MARK

FILED
18 JAN 22 PM 3:56
TALLAHASSEE, FL
SECRETARY OF STATE

CORPORATE HQ
COGENCY GLOBAL INC
10 E 40TH ST, 10TH FL
NY, NY 10016
800.221.0102
+1.212.947.7200

EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY #401072
6 BEVIS MARKS, 1ST FL
LONDON EC3A 7BA
+44 (0)20.3786.1090

ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
INFINITUS PLAZA, 17TH FL
199 DES VOEUX RD CENTRAL
HONG KONG
+852.3975.1803



COGENCYGLOBAL

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:

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is: CASSELTON CORNERS, INC. (the "Corporation").
2. The "Other Business Entity" is a profit corporation first incorporated under the laws of the State of Florida effective April 8, 1999 (Document No.: P99000033307).
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: Casselton Corners LLC.
4. The effective date of the conversion is December 30, 2017 for accounting purposes only.
6. The plan of conversion has been approved in accordance with all applicable statutes.
7. 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
18 JAN 22 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 26th day of December, 2017

CASSELTON CORNERS, INC.

/s/ Thomas D. Murray

By: _____

Name: Thomas D. Murray

Title: President

CASSELTON CORNERS LLC

/s/ Thomas D. Murray

By: _____

Name: Thomas D. Murray

Title: Authorized Person

FILED

18 JAN 22 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
CASSELTON CORNERS 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 CASSELTON CORNERS 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.

ARTICLE 6

MEMBERSHIP CERTIFICATES

Each member's interest in the Company may be evidenced by a membership participation or unit

FILED
18 JAN 22 PM 3:56
SECRETARY OF
STATE
TALLAHASSEE, FL

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

FILED
18 JAN 22 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
18 JAN 22 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

/s/ Thomas D. Murray

THOMAS D. MURRAY

Dated: December 26, 2017

FILED
18 JAN 22 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA