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TALLAHASSEE, FLORIDA

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(1894-1986)
HAMILTON D. UPCHURCH
(1925-2008)
FRANK D. UPCHURCH, JR.
(1922-2012)

January 30, 2018

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Cir.
Tallahassee, Florida 32301

Re: Articles of Conversion
Converting Entity: Exfreight Zeta Inc.
Converted Entity: Exfreight Zeta, LLC

Dear Sir/Madam:

In accordance with Section 605.1045, Florida Statutes, enclosed are Articles of Conversion (and attached Articles of Organization) with respect to the above-referenced entities.

Also enclosed is our firm's check in the amount of \$155.00 for the following fees:

Articles of Conversion – \$25.00
Articles of Organization – \$125.00
Certificate of Status – \$5.00

Please contact me if you have questions on any of the enclosures.

Very truly yours,



Donald W. Wallis

Enclosures

cc: William G. Davies (via email with enclosures)
Charles Marrale (via email with enclosures)

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

29 These Articles of Conversion and attached Articles of Organization are duly executed this day of January, 2018, and are being filed in accordance with Section 605.1045, Florida Statutes.

RECITAL

In accordance with Section 605.1045(1), Florida Statutes, a Plan of Conversion has been approved.

ARTICLE I

In accordance with Section 605.1045(2)(a), Florida Statutes, the name, jurisdiction of formation, and the type of entity of the **converting** entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Exfreight Zeta Inc.	Florida	Corporation

ARTICLE II

In accordance with Section 605.1045(2)(b), Florida Statutes, the name, jurisdiction of formation, and the type of entity of the **converted** entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Exfreight Zeta, LLC	Florida	Limited liability company

ARTICLE III

In accordance with Section 605.1045(2)(d), Florida Statutes, the converted entity is a domestic filing entity and the text of its public organic record, in the form of its Articles of Organization, are attached hereto as Exhibit A. Sections 605.1045(2) (c), (e), and (f), Florida Statutes, do not apply.

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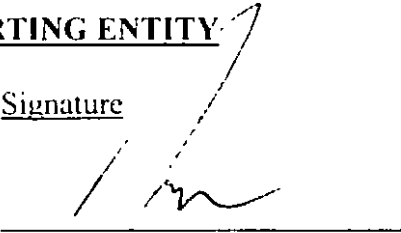
ARTICLE IV

In accordance with Section 605.1045(2)(g), Florida Statutes, the converted entity agrees to pay, to any members of that limited liability company who have appraisal rights, the amount to which such members are entitled under Sections 605.1006 and 605.1061 – 605.1072, Florida Statutes.

ARTICLE V

In accordance with Section 605.1045(2)(h), Florida Statutes, the effective date of the conversion is the date received by the Florida Department of State.

SIGNATURE OF CONVERTING ENTITY

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed Name of Individual</u>	<u>Title</u>
Exfreight Zeta Inc.		Charles Marrale	President

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EXHIBIT A

**ARTICLES OF ORGANIZATION
OF
EXFREIGHT ZETA, LLC**

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TALLAHASSEE, FLORIDA

The following Articles of Organization are being submitted to, and filed with, the Florida Department of State in accordance with Section 605.0201 of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Revised Act"):

ARTICLE I - NAME

In accordance with Section 605.0201(2)(a) of the Revised Act, the name of the limited liability company is **EXFREIGHT ZETA, LLC**.

ARTICLE II - ADDRESS

In accordance with Section 605.0201(2)(b) of the Revised Act, the street address and mailing address of the principal office of the limited liability company is 2290 10th Avenue, Suite 501, Lake Worth, Florida 33461.

ARTICLE III - REGISTERED OFFICE AND AGENT

In accordance with Section 605.0201(2)(c) of the Revised Act, the name and Florida street address of the registered agent is:

Donald W. Wallis, Esq.
780 North Ponce de Leon Blvd.
St. Augustine, Florida 32084

In accordance with Sections 605.0113(2) and 605.0201(2)(c) of the Revised Act, the above named registered agent submits the following written acceptance:

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.

Dated: January 29, 2018 Registered Agent Signature: Donald W Wallis

ARTICLE IV - MANAGEMENT OF THE COMPANY

In accordance with Sections 605.0407(1)(a)(2) and 605.0201(3)(a) of the Revised Act, the Company is to be managed by one or more managers and is, therefore, a manager-managed

company. Only the managers shall have authority to manage the limited liability company and make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the limited liability company to conduct or further the limited liability company's business. Therefore, except as authorized by the managers, no member shall be an agent of the limited liability company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the limited liability company.

ARTICLE V – APPOINTMENT OF MANAGER

In accordance with Sections 605.04072(1) and 605.0201(3)(b) of the Revised Act, the name and address of the initial manager is:

Charles Marrale
2290 10th Avenue, Suite 501
Lake Worth, Florida 33461

ARTICLE VI – APPOINTMENT OF OFFICERS

In accordance with Sections 605.0109(8) and 605.0201(3)(e) of the Revised Act, each of the following persons is appointed to the office that is set forth opposite his or her name and to serve in accordance with (i) these Articles of Organization, and (ii) the Operating Agreement of the Company, until his or her successor is appointed by the managers:

NAME

OFFICE

Charles Marrale
Jaclyn Regoli

President
Vice President - Operations

ARTICLE VII – LIMITED LIABILITY

In accordance with Section 605.0201(3)(e) of the Revised Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, and in accordance with Section and 605.0201(4) of the Revised Act, the undersigned has executed these Articles of Organization this 29 day of January, 2018, and affirms that the Company has at least one member. In accordance with Section 605.0205(3) of the Revised Act, the undersigned affirms under penalty of perjury that the information contained herein is accurate.

Signature of Manager:



Charles Marrale

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