

LIQUOR 44857

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

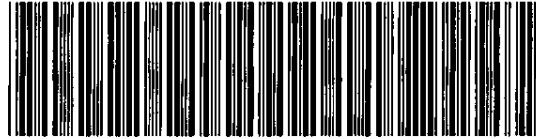
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 078136 4612432

AUTHORIZATION :

COST LIMIT : \$150.00

ORDER DATE : February 20, 2018

ORDER TIME : 2:58 PM

ORDER NO. : 078136-010

CUSTOMER NO: 4612432

DOMESTIC AMENDMENT FILING

NAME: NARCORPS SPECIALTIES, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FL 32301

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** NARCORPS SPECIALTIES, 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:

ALFRED H. BURR, III

(Contact Person)

NARCORPS SPECIALTIES, LLC

(Firm/Company)

417 Stowe Avenue, Suite C

(Address)

Orange Park, Florida 32073

(City, State and Zip Code)

al.burr@narcorps.com

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

For further information concerning this matter, please call:

Victor G. Vogel

(Name of Contact Person)

at ( 856 ) 354-3120

(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

INHS11 (7/17)

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**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:  
NARCORPS SPECIALTIES, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of New Jersey  
(Enter state, or if a non-U.S. entity, the name of the country)

on December 6, 2016  
(date of organization, formation or incorporation)

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

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(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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Signed this 16<sup>TH</sup> day of February 20 18

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: Alyssa M. Burr  
Printed Name: Alyssa M. Burr Title: Member

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

Signature: Alyssa M. Burr  
Printed Name: Alyssa M. Burr Title: Member

Signature: Robert W. Moge  
Printed Name: Robert W. Moge Title: Member

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)

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# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

NARCORPS SPECIALTIES, LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

### Principal Office Address:

417 Stowe Avenue, Suite C

Orange Park, Florida 32073

### Mailing Address:

417 Stowe Avenue, Suite C

Orange Park, Florida 32073

## ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Alfred H. Burr, III

Name

417 Stowe Avenue, Suite C

Florida street address (P.O. Box **NOT** acceptable)

Orange Park

City

FL 32073

Zip

*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 as provided for in Chapter 605, F.S.*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

**Name and Address:**

Alyssa M. Burr

417 Stowe Avenue, Suite C

Orange Park, Florida 32073

MGR

Alfred H. Burr, III

417 Stowe Avenue, Suite C

Orange Park, Florida 32073

(Use attachment if necessary)

**ARTICLE V: Other provisions, if any.**

**REQUIRED SIGNATURE:**

*Alyssa M. Burr*

**Signature of a member or an authorized representative of a member**

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Alyssa M. Burr

Typed or printed name of signee

**Filing Fees**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

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**18 FEB 20 PM 12:03**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FL 32399**

**NARCORPS SPECIALTIES, LLC**

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**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE MEMBERS**

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The undersigned, being all of the Members of NARCORPS SPECIALTIES, LLC, a New Jersey limited liability company (the "Company"), do hereby consent to the following action in accordance with the New Jersey Revised Uniform Limited Liability Company Act and the Company's Operating Agreement, which consent shall constitute a special meeting of the Members and shall have the same effect as action duly taken at any such meeting duly called and held:

**WHEREAS**, the Company was formed by the filing of a Certificate of Formation with the state of New Jersey on December 6, 2016, and

**WHEREAS**, it is in the best interests of the Company to convert from a New Jersey limited liability company into a Florida limited liability company pursuant to N.J.S.A. 42:2C-82 and Fla. Stat. §§ 605.1041-605.1046;

**NOW, THEREFORE**, it is

**RESOLVED**, that the Florida Articles of Organization, the Florida Articles of Conversion, the New Jersey Certificate of Domestication, the New Jersey Certificate of Surrender, and the Plan of Conversion attached hereto as Exhibit A, are in all respects authorized; and be it further

**RESOLVED**, that the Manager and Members of the Company be, and each hereby are, authorized and directed to execute and deliver, in the name of the Company, such agreements, amendments, certificates, documents, and other instruments as may be requested that are in any way related to or contemplated by the foregoing transactions, which agreements, amendments, certificates, documents, and other instruments shall be in such form, with such changes thereto, as may be determined necessary, desirable or appropriate by the Manager or Member executing the same, the execution and delivery thereof constituting conclusive evidence of such determination; and be it further

**RESOLVED**, that any acts of the Manager or Members of the Company and of any person designated and authorized to act by the Manager or Members of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally authorized, ratified, confirmed and adopted as acts in the name and on behalf of the Company; and be it further

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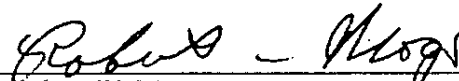


**RESOLVED**, that this Unanimous Written Consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together, shall constitute one (1) and the same instrument. Facsimile or pdf signatures shall be sufficient for the execution of this Unanimous Written Consent.

IN WITNESS WHEREOF, the undersigned parties have executed this Written Consent this 26 day of February, 2018.

**MEMBERS:**

  
\_\_\_\_\_  
Alyssa M. Burr

  
\_\_\_\_\_  
Robert W. Moge

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Exhibit A

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TALLAHASSEE FLORIDA

**PLAN OF CONVERSION**  
**of**  
**NARCORPS SPECIALTIES, LLC**

**From a New Jersey Limited Liability Company**  
**To a Florida Limited Liability Company**

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**THIS IS A PLAN OF CONVERSION** (the "Plan") whereby NARCORPS SPECIALTIES, LLC (the "Company") will convert from a New Jersey limited liability company into a Florida limited liability company pursuant to the applicable provisions of N.J.S.A. 42:2C-82 and Fla. Stat. §§ 605.1041-605.1046;

1. **Conversion.** Effective upon filing of the Statement of Conversion and related documents (the "Effective Date"), the Company will convert from a New Jersey limited liability company into a Florida limited liability company. The Company will continue its existence under the laws of the state of Florida.

2. **Operating Agreement of Company and Articles of Organization.** On the Effective Date, the Company's Operating Agreement, as then in effect, will become effective and continue to be its Operating Agreement. The Company's Articles of Organization filed in the state of Florida will become effective and continue to be its Articles of Organization unless changed as provided by law.

3. **Name of Company.** On the Effective Date, the Company will continue to be known as NARCORPS SPECIALTIES, LLC.

4. **Members and Manager of the Company.** The Members and Manager of the Company will remain the Members and Manager of the Company until such time as these are changed in accordance with applicable Florida statute and the Operating Agreement.

5. **Liabilities and Obligations of the Company.** On the Effective Date, the Company as organized in the state of Florida will assume or retain all of the Company's liabilities and obligations incurred prior to the Effective Date.

6. **Approval and Filing.** After this Plan of Conversion has been duly approved in the manner required by law and if it is not terminated under ¶7 hereof, an appropriate Articles of Conversion, Articles of Organization, and other appropriate related documents will be executed and filed with the state of Florida.

7. **Termination.** This Plan may be amended or terminated and the Conversion abandoned by action of the Members of the Company at any time before the Effective Date notwithstanding approval in the manner set forth in ¶6.

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