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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

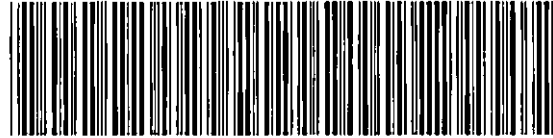
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Date: 9/27/2018

Account#: 1200000000088

Name: Merritt Walker

Reference #: 1001499

Entity Name: MATTHEWS DESIGN GROUP INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

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Authorized Amount: \$1160

Signature: MM

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✉ ASIA PACIFIC HQ
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CERTIFICATE OF CONVERSION
FOR CONVERSION OF
FLORIDA CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with Sections 607.1112 through 607.1114 and 605.1041 through 605.1046, Florida Statutes.

1. The name, jurisdiction of formation, and type of entity of the "Other Business Entity" (the "Converting Entity") immediately prior to the filing of this Certificate of Conversion is:

Name	Jurisdiction of Formation	Type of Entity	Florida Doc. #
Matthews Design Group Inc. 7 Waldo Street St. Augustine, Florida 32084	Florida Incorporated Effective: 6/9/2005	Corporation	P05000083213-1

2. The name, jurisdiction of formation, and type of entity of the Florida limited liability company (the "Converted Entity") immediately after the filing of this Certificate of Conversion is:

Name	Jurisdiction of Formation	Type of Entity
Matthews Design Group, LLC	Florida	Limited Liability Company

3. The plan of conversion was approved by the Converting Entity in accordance with Sections 607.1112 through 607.1114 and 605.1041 through 605.1046, Florida Statutes.

4. The text of the Converted Entity's public organic record (i.e., the Converted Entity's Articles of Organization) is attached hereto as Exhibit A.

5. The Converted Entity has agreed to pay any shareholders claiming appraisal rights the amounts to which such shareholders are entitled under Sections 607.1301 through 607.1333, Florida Statutes.

6. This Certificate of Conversion shall be effective upon filing with the Florida Department of State.

Signed this 21st day of September, 2018

Signature of Authorized Person:

By: 

Keri C. Matthews,
Chief Executive Officer of Matthews Design Group, Inc.
As an Authorized Representative of Matthews Design Group, LLC

EXHIBIT A

ARTICLES OF ORGANIZATION
FOR
MATTHEWS DESIGN GROUP, 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: **Matthews Design Group, LLC** (the "Company").

ARTICLE 2
DURATION

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.

ARTICLE 4
ADDRESS

The initial principal office address is 7 Waldo Street, St. Augustine, Florida 32084, and the initial mailing address of the Company is 7 Waldo Street, St. Augustine, Florida 32084.

ARTICLE 5
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company is 7 Waldo Street, St. Augustine, Florida 32084, and the name of the initial registered agent of the Company at that address is Rob A. Matthews III.

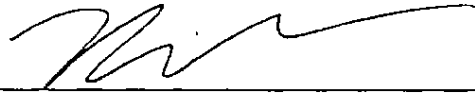
ARTICLE 6
MANAGEMENT

The Company shall be manager-managed in accordance with the Company's Operating Agreement. The initial manager of the Company is Keri C. Matthews.

**ARTICLE 7
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 and/or managers is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 27th day of September, 2018.



Kevin A. Kane, Authorized Representative

(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.)

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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, Rob A. Matthews III hereby accepts the appointment as registered agent and agrees to act in this capacity. Rob A. Matthews III further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and Rob A. Matthews III is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.


Rob A. Matthews III

Dated: September 27, 2018

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