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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

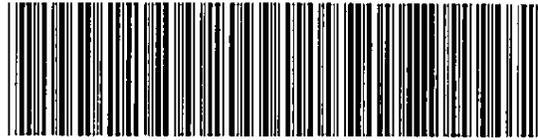
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2019 AUG 19 PM 4: 59
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

N CULLIGAN
AUG 19, 2019

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: JS CAPITAL HOLDINGS GROUP, 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:

Stephen Vogelsang, Esq.

(Contact Person)
Pressly, Pressly, Randolph & Pressly, P.A.

(Firm/Company)
251 Royal Palm Way, Suite 300

(Address)
Palm Beach, FL 33480

(City, State and Zip Code)
stephen@pp:plaw.com

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

For further information concerning this matter, please call:

Stephen Vogelsang at (561) 659-4 010

(Name of Contact Person) (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 (625 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 13, 2019

STEPHEN VOGELSANG, ESQ.
PRESSLY, PRESSLY, RANDOLPH & PRESSLY
251 ROYAL PALM WAY, SUITE 300
PALM BEACH, FL 33480

SUBJECT: JS CAPITAL HOLDINGS, LLC
Ref. Number: W19000074621

We have received your document for JS CAPITAL HOLDINGS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Note: I have retained your Amendment filing since it was a file first, file second.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist II

Letter Number: 519A00016622

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF CONVERSION
FOR
JS CAPITAL MANAGEMENT, INC.
(a Florida Corporation)

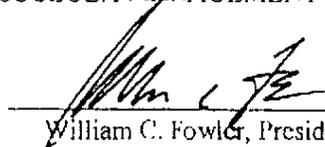
The Articles of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with §605.1045, Florida Statutes.

1. The name of the Florida Corporation immediately prior to the filing of the Articles of Conversion is JS CAPITAL MANAGEMENT, INC. (the "Company").
2. The Company is a Florida corporation incorporated under the laws of the State of Florida on November 13, 1986.
3. The name of the Florida limited liability company as set forth in the **attached Articles of Organization** is JS CAPITAL HOLDINGS GROUP, LLC.
4. The effective date of this filing shall be September 1, 2019.
5. The plan of conversion has been approved in accordance with all applicable statutes.
6. The Company has agreed to pay any members having appraisal rights the amount to which such members are entitled under §§605.1006 and 605.1061-605.1072, F.S.

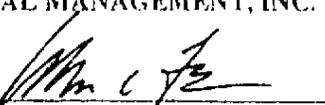
Signed this 20th day of July, 2019.

JS CAPITAL HOLDINGS GROUP, LLC

BY: JS OSCEOLA MANAGEMENT CORP., Manager

By: 
William C. Fowler, President

JS CAPITAL MANAGEMENT, INC.

By: 
William C. Fowler, President

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION
FOR
JS CAPITAL HOLDINGS 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 Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE 1

Name

The name of the Limited Liability Company is JS CAPITAL HOLDINGS GROUP, LLC (the "Company").

ARTICLE 2

Duration

This 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

This Company is organized for the purpose of transacting any and/or all lawful business.

ARTICLE 4

Address

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

**411 SE Osceola Street, Suite 201
Stuart, FL 34994**

ARTICLE 5

Initial Registered Agent and Registered Office

The street address of the initial registered office of the Company is 411 SE Osceola Street, Suite 201, Stuart, FL 34994, and the name of the initial registered agent of this Company at that address is William C. Fowler.

ARTICLE 6
Management

The Company shall be manager-managed in accordance with the Operating Agreement of the Company. The initial manager of the Company is:

JS Osceola Management Corp.

ARTICLE 7
Membership Certificates

Each Member's interest in the Company may be evidenced by a membership participation or unit 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 8

INDEMNIFICATION:

This 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, managing member or officer of this Company, or is or was serving at the request of this 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 attorneys' fees) incurred by a 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 by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that he or she 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, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

8.1 A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.

8.2 A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.

8.3 In the case of a manager or managing member, a circumstance under which the liability provisions of section 408.426 of the Florida Statutes are applicable.

8.4 Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, 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 Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company 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 9

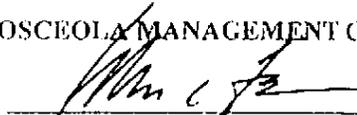
AMENDMENT

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Member is subject to this reservation.

Dated: July 26, 2019

REQUIRED SIGNATURE:

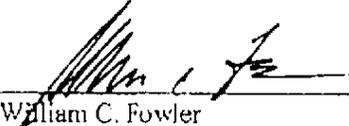
JS OSCEOLA MANAGEMENT CORP., Manager

By: 
William C. Fowler, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, William C. Fowler hereby accepts the appointment as registered agent and agrees to act in this capacity. William C. Fowler further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and William C. Fowler is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.

WILLIAM C. FOWLER

By: 
William C. Fowler

Dated: 7/24/19

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SECRETARY OF STATE
TALLAHASSEE, FL
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