

L1900023851

(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:

W19-87892

Office Use Only



600334999E

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 01 2019



COGENCYGLOBAL

115 N CALHOUN ST.,
TALLAHASSEE, FL 32302
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL

Account#: 12000000

Date: 09/30/2019

Name: Joy Weaver

Reference #: 1135393

Entity Name: KEY FLEET LOGISTICS LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

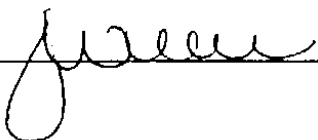
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFICATE OF STATUS.

Authorized Amount: \$155.00

Signature: 

• CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY #801012
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AY
+44 (0)20.3961.3080

• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIM
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON
103 LEIGHTON RD, CAUSEW.
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: KEY FLEET LOGISTICS LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Thomas D. Flanigan

(Contact Person)

MCBRAYER PLLC

(Firm/Company)

201 E Main Street, Suite 900

(Address)

Lexington, KY 40507

(City, State and Zip Code)

dfritz@mcbayerfirm.com

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

For further information concerning this matter, please call:

Mike Tetterton

(Name of Contact Person)

at (859) 509.3120

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in 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

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.605.104, Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is KEY FLEET LOGISTICS 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)

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

on SEPTEMBER 4, 2019
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization** is KEY FLEET LOGISTICS 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 before 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 of the appraised value of their interest in the entity, as determined by the appraiser, which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SEP 11 2019 4:41

Signed this 30 day of September 2019.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: Thomas D. Flanigan Title: Attorney/Authorized Representative

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

Signature: [Signature]
Printed Name: Thomas D. Flanigan Title: Organizer

Signature: _____
Printed Name: _____ Title: _____

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMP

ARTICLE I - Name:

The name of the Limited Liability Company is:

KEY FLEET LOGISTICS 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 Comp

Principal Office Address:

55 Lighthouse Point Drive

Longboat Key, FL 34228

Mailing Address:

55 Lighthouse Point Drive

Longboat Key, FL 34228

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:

COGENCY GLOBAL INC.

Name

115 North Calhoun Street, Suite 4

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

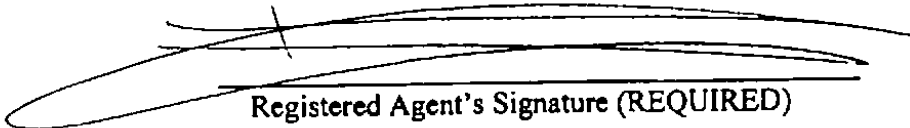
Tallahassee

City

FL 32301

Zip

Having been named as registered agent and to accept service of process for the above state 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 the Florida 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.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Michael Tetterton

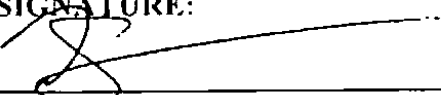
3197 Beaumont Centre Circle

Lexington, KY 40513

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



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.

THOMAS D. FLANIGAN, ATTORNEY/AUTHORIZED REPRESENTATIVE

Typed or printed name of signer

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)