

L20000002897

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

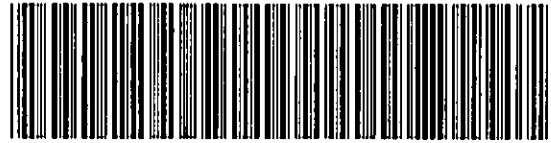
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/03/19--01003--003 **150.00

2020 JAN -6 PM12:57
SECRETARY OF STATE
TALLAHASSEE, FL

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JAN -6

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Jupiter's Gold - Bayou, 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 Moorhead
(Contact Person)
Moorhead Real Estate Law Group
(Firm/Company)
127 Palafox Place, Suite 200
(Address)
Pensacola, FL 32502
(City, State and Zip Code)
Smoorhead@moorheadlaw.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Stephen Moorhead at (950) 202-8511
(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)

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 23, 2019

STEPHEN MOORHEAD
127 PALAFOX PLACE, SUITE 200
PENSACOLA, FL 32502 US

SUBJECT: JUPITER'S GOLD-BAYOU, LLC
Ref. Number: W19000110562

We have received your document for JUPITER'S GOLD-BAYOU, 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 effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

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.

Nadira D McClees-Sams
Regulatory Specialist II

Letter Number: 419A00026065

RECEIVED
2020 JAN -6 AM 8:38
DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
REGISTRATION SERVICES

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2020 JAN -6 PM 12: 57

SECRETARY OF STATE
TALLAHASSEE, FL

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

This Certificate 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 § 605.1045, Florida Statutes.

1. The name of the “Other Business Entity” immediately prior to the filing of this Certificate of Conversion is Jupiter’s Gold, LLC.

2. The “Other Business Entity” is a limited liability company first organized, formed, or incorporated under the laws of the State of Michigan on August 8, 2017.

3. If the jurisdiction of the “Other Business Entity” was changed, the state or country under the laws of which it is now organized, formed, or incorporated is the State of Florida.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Jupiter’s Gold – Bayou, LLC.

5. The effective date is the date of filing.

6. The conversion is permitted by applicable laws governing the Other Business Entity and the conversion complies with such laws and the requirements of §§ 605.1041 - 605.1046, Florida Statutes, in effecting the conversion.

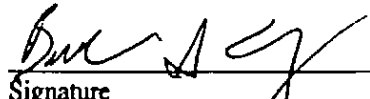
7. The plan of conversion has been approved in accordance with all applicable statutes.

8. The “Other Business Entity” currently exists on the official records of the jurisdiction under which it is currently organized, formed, or incorporated.

9. The “Other Business Entity” 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, Florida Statutes.

Signed on NOV 25, 2019.

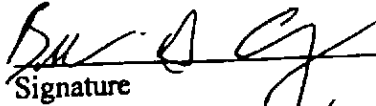
Signature of Member or Authorized Representative
of Limited Liability Company: Individual signing
affirms the facts stated in this document are true.
Any false information constitutes a third degree
felony as provided for in § 817.155, Florida Statutes



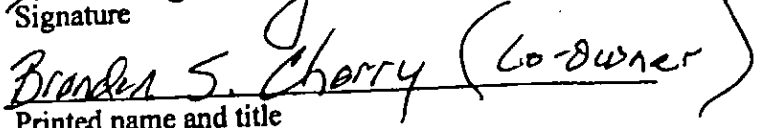
Signature
Brandon J. Cherry (Co-owner)

Printed name and title

Signatures on behalf of Other Business Entity:
Individuals signing affirm the facts stated in this
document are true. Any false information
constitutes a third degree felony as provided for in
§ 817.155, Florida Statutes



Signature



Printed name and title

FILED

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SECRETARY OF STATE
TALLAHASSEE, FL

**Articles of Organization
of
Jupiter's Gold – Bayou, LLC**

The undersigned, as authorized representative of the members of this limited liability company formed under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, adopts the following Articles of Organization for such limited liability company:

Article 1. Name

The name of the limited liability company is "Jupiter's Gold – Bayou, LLC" (the "Company").

Article 2. Principal Office

The mailing and street address of the Company's principal office is 2024 Peregrine Court, Pensacola, Florida 32506.

Article 3. Registered Agent and Address

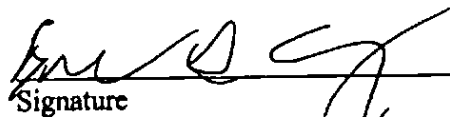
The name and street address of the Company's initial registered agent for service of process is set forth below:

Stephen R. Moorhead
127 Palafox Place, Suite 200
Pensacola, Florida 32502

Article 4. Management

The Company will be manager managed. No member of the Company shall be an agent of the Company solely by virtue of being a member.

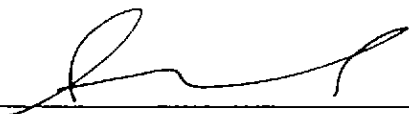
Dated: Nov 25, 2019.


Signature
Brandon S. Cherry
Printed name

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for Jupiter's Gold – Bayou, LLC at the place designated in its Articles of Organization, 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 608, Florida Statutes.

Dated: November 25, 2019.



Signature

Stephen Moorhead

Printed name

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SECRETARY OF STATE
TALLAHASSEE, FL

FILED

PLAN OF CONVERSION
OF
JUPITER'S GOLD, LLC

This Plan of Conversion (the "Plan") of Jupiter's Gold, LLC, a Michigan limited liability company (the "Company"), is approved as of November 25, 2019.

WHEREAS, the Company was organized under the laws of the State of Michigan;

WHEREAS, the Company desires to convert into and to hereafter become and continue to exist as a Florida limited liability company pursuant to Section 605.1042 *et seq* of the Florida Revised Limited Liability Company Act (the "Florida Act");

WHEREAS, pursuant to the Florida Act and Act 23 of the Michigan Public Acts of 1993 (the "Michigan Act"), the Members of the Company have, by resolutions duly adopted, approved this Plan to effect the conversion of the Michigan limited liability company to a Florida limited liability company pursuant to the Florida Act (the "Conversion"), upon the terms and subject to the conditions set forth in this Plan; and

NOW, THEREFORE, this Plan is hereby approved to convert the Company into a Florida limited liability company:

1. Conversion. Upon the terms and subject to the conditions set forth in this Plan, and pursuant to the Florida Act and the Michigan Act, as of the Effective Date (as hereinafter defined), the Company shall be converted into and shall hereafter become and continue to exist as a Florida limited liability company under the name "Jupiter's Gold - Bayou, LLC" (the "Florida LLC").

2. Effective Date. The Conversion shall become effective at the effective time and date specified in the Articles of Conversion (the "Effective Date"), in substantially the form attached hereto as Exhibit A, filed with the Secretary of State in the State of Florida (the "Articles").

3. Effects of the Conversion. The consummation of the Conversion shall have all of the effects set forth in the Florida Act and the Michigan Act. In furtherance, and not in limitation, of the foregoing, as of the Effective Date, all of the obligations of the Company as well as all of the rights, privileges and powers of the Company, and all property, real, personal and mixed, and all debts due to the Company or owed by the Company, and all franchises, licenses and permits held by the Company, as well as all other things and causes of action belonging to the Company, shall remain vested in the Florida LLC and shall be the property of the Florida LLC, and the title to any

real property vested by deed or otherwise in the Company shall not revert or be in any way impaired by reason of the Florida Act or the Michigan Act.

4. Operating Agreement of the LLC. As of the Effective Date, the Florida LLC shall be governed by the Company's Operating Agreement, substantially in the form attached hereto as Exhibit B as amended in accordance with the terms thereof (the "Operating Agreement").

5. Directors and Officers. The Managers of the Company immediately prior to the Effective Date shall be the Managers of the LLC from and after the Effective Date until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of the Florida Act and the terms of the Operating Agreement. The Managers of the Company immediately prior to the Effective Date shall be the Managers of the Florida LLC from and after the Effective Date until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of the Florida Act and the terms of the Operating Agreement.

6. Amendment. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of the Company at any time prior to the Effective Date in the manner and to the extent provided in the Florida Act.

7. Governing Law. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

(end of text; signature page follows)

IN WITNESS WHEREOF, the undersigned hereby approve this Plan of Conversion as of
this 26 day of November, 2019.

Jupiter's Gold, LLC,
a Michigan limited liability company

By: Ralph Walker
Ralph S. Walker, Manager

By: Brandon S. Cherry
Brandon S. Cherry, Manager