

L20000079176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

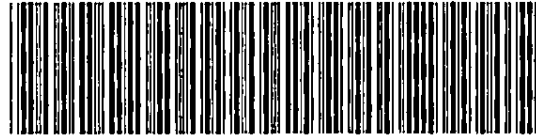
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20 MAR 18 PM 2: 24

J DENNIS  
MAR 18 2020

ATTC

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COUNSELLORS AT LAW

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212-238-3000

[www.emmetmarvin.com](http://www.emmetmarvin.com)

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*Partner*

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**EMMET**  
EMMET MARVIN & MARTIN, LLP

March 2, 2020

**VIA FEDEX**

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

Re: SPL Associates, LLC

Dear Sirs/Madams:

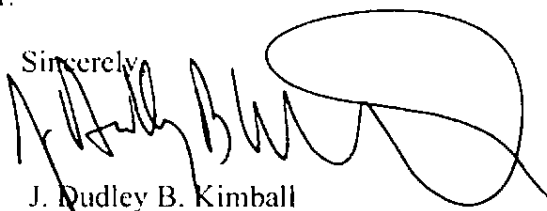
The enclosed Articles of Conversion, Articles of Organization and check payable to the Florida Department of State in the amount of \$155.00 are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

This filing is related to Letter Number 220A00003839, which returned our previous filing. We are attaching a copy of this letter herewith.

Please return all correspondence concerning this matter to: J. Dudley B. Kimball, Emmet Marvin & Martin, LLP, 120 Broadway, 32<sup>nd</sup> Floor, New York NY 10271. My email address is [dkimball@emmetmarvin.com](mailto:dkimball@emmetmarvin.com). For further information on this matter, please contact me at 212-238-3022.

Thank you for your assistance in this matter.

Sincerely,



J. Dudley B. Kimball

Enclosures

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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:  
SPL Associates, 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 November 4, 2009  
(date of organization, formation or incorporation)

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

Signed this 28 day of January 2020

5:11:01

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

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Signature of Authorized Representative: [Handwritten Signature]  
Printed Name: J. Dudley B. Kimball Title: Authorized Representative

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

Signature: [Handwritten Signature]  
Printed Name: J. Dudley B. Kimball Title: Authorized Representative

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 COMPANY

20 MAR 10 11:24

ARTICLE I - Name:

The name of the Limited Liability Company is:

SPL Associates, 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:

Mailing Address:

9301 Triana Terrace #2

9301 Triana Terrace #2

Fort Myers, FL 33912

Fort Myers, FL 33912

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:

Steven P. Lapham

Name

9301 Triana Terrace #2

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

Fort Myers

FL

33912

City

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..

Steven P. Lapham

Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV-**

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

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**Title:**

"AMBR" = Authorized Member  
"MGR" = Manager  
AMBR

**Name and Address:**

Steven P. Lapham  
9301 Triana Terrace #2  
Fort Myers, FL 33912

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
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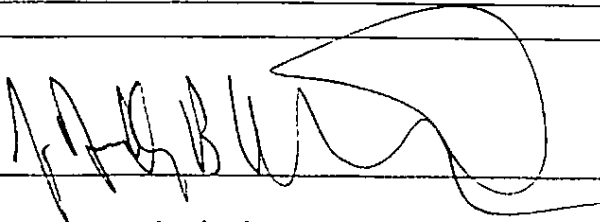
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(Use attachment if necessary)

**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.

J. Dudley B. Kimball

\_\_\_\_\_  
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)**