

L20000111548

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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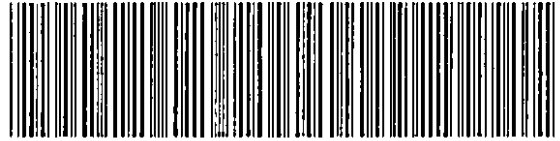
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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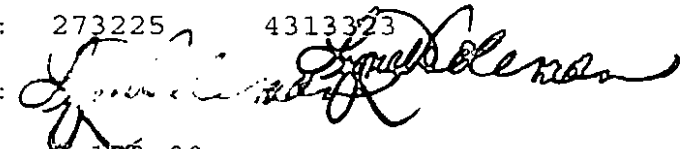
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 27 2020

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 273225 4313323

AUTHORIZATION : 

COST LIMIT : \$ 150.00

ORDER DATE : April 27, 2020

ORDER TIME : 12:16 PM

ORDER NO. : 273225-005

CUSTOMER NO: 4313323

CONVERSION FILING

NAME: WOODWARDIA LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION & ARTICLES OF ORGANIZATION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT#

EXAMINER'S INITIALS: _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: WOODWARDIA, 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:

Charles M. LeSchack

(Contact Person)

CUMMINGS & LOCKWOOD LLC

(Firm/Company)

Six Landmark Square, 9th Floor

(Address)

Stamford, CT 06901

(City, State and Zip Code)

cleschack@cl-law.com

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

For further information concerning this matter, please call:

Charles M. LeSchack

(Name of Contact Person)

at (203) 351-4418
(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
(\$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

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

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

FILED
2020 APR 27 AM 10:44
TALLAHASSEE, FLORIDA

Pursuant to Section 605.1045 of the Florida Statutes, the following "Other Business Entity" hereby submits the attached Articles of Organization and these Articles of Conversion to convert to a Florida Limited Liability Company:

1. The name of the "Other Business Entity" immediately prior to the filing of this document was the **WOODWARDIA LIMITED PARTNERSHIP**.

2. The "Other Business Entity" was a Connecticut limited liability company first formed on February 16, 1999 under the laws of Connecticut.

3. After the filing of this document, the "Other Business Entity" shall become a Florida Limited Liability Company to be known as **WOODWARDIA, LLC**, as set forth in the attached articles of organization.

4. The conversion is permitted by the applicable laws governing the business entity and the conversion complies with such laws and the requirements of Section 605.1041 of the Florida Statutes, in effecting the conversion.

5. The plan of conversion has been approved in accordance with applicable law, including, without limitation, the law of its jurisdiction of formation. The plan of conversion has been approved by each member who as a result of the conversion will have interest holder liability under Section 605.1043(1)(b) and whose approval is required and by each member all applicable statutes.

6. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072, if applicable.

Dated this 11 day of March, 2020.

**WOODWARDIA LIMITED
PARTNERSHIP**, a Connecticut limited
liability company

Richard Lewis
Richard Lewis, Authorized Person

WOODWARDIA, LLC, a Florida limited
liability company

Richard Lewis
Richard Lewis, Authorized Person

**ARTICLES OF ORGANIZATION
OF
WOODWARDIA, LLC**

ARTICLE I

Name

The name of this limited liability company is **WOODWARDIA, LLC** (the "Company").

ARTICLE II

Address

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

5254 East Arroyo Road
Paradise Valley, AZ 85253

ARTICLE III

Purpose

The purpose for which this limited liability company is organized is for any and all lawful business as a limited liability company.

ARTICLE IV

Duration

The period of duration for the Company is perpetual.

ARTICLE V

Registered Office and Agent

The name and the Florida street address of the registered agent are:

CLASP, INC.
3001 Tamiami Trail North, Suite 400
Naples, FL 34103

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.

By: 
Sally S. Pitlyk, Vice President

ARTICLE VI
Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

Richard T. Lewis
5254 East Arroyo Road
Paradise Valley, AZ 85253

ARTICLE VII
Limitation on Agency Authority of Members

Pursuant to section 605.04074, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

ARTICLE VIII
Written Operating Agreement

Any Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

Dated this 11 day of March, 2020.

By: Richard Lewis
Richard Lewis
Authorized Representative

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.