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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

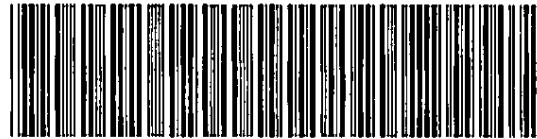
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JUN 18 2023

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Northborough Capital Partners, 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:

Adam S. Clavell, Esq.

(Contact Person)

Clavell & Associates PC

(Firm/Company)

355 Union St.

(Address)

New Bedford, MA 02740

(City, State and Zip Code)

aclavell@clavell-law.com

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

For further information concerning this matter, please call:

Adam S. Clavell, Esq.

at (508) 205-0744

(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 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 checked="" 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

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:
Northborough Capital Partners, 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 Rhode Island
(Enter state, or if a non-U.S. entity, the name of the country)

on 5/29/1996
(date of organization, formation or incorporation)

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

Northborough Capital Partners, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: upon filing.

(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 26th day of March 20 20.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Scott B Adams
Printed Name: Scott B. Adams Title: Manager

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

Signature: Scott B Adams
Printed Name: Scott B. Adams Title: Authorized Person

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

Northborough Capital Partners, 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:

1236 Par View Drive

Sanibel, FL 33957

Mailing Address:

1236 Par View Drive

Sanibel, FL 33957

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:

Kevin A. Gillis

Name

1269 Par View Dr.

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

Sanibel

FL

33957

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.



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

MGR

Name and Address:

Scott B. Adams

1236 Par View Dr.

Sanibel, FL 33957

Kevin A. Gillis

1269 Par View Dr.

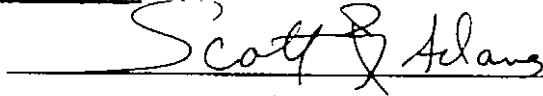
Sanibel, FL 33957

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

See Exhibit A

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.

Scott B. Adams

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)

Exhibit A

The Company or any subsidiary or affiliated company thereof, shall indemnify and hold harmless each person (and his heirs, administrators and executors) who shall serve at any time hereafter as a member or manager of the Company or any subsidiary or affiliated company thereof from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a member or manager of the Company or any subsidiary or affiliated company thereof or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such member or manager and shall indemnify each such person for all legal and other expenses reasonably incurred by him in connection with any such claim of liability; provided, however, that no such claim or claims made against him, her, or it that the company has reasonably determined to have resulted from: (a) any breach of said person's duties of loyalty or fiduciary duties to the company or its members; (b) acts or omissions not in good faith or which involve willful misconduct, gross negligence, or knowing violation of law; or (c) a transaction or transactions from which the person seeking indemnification derived improper personal benefit. The rights accruing to any person under the foregoing provisions of this article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the company to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Company, its members and managers shall be fully protected in taking any action or making any payment under this article, or in refusing to do so, in reliance upon the advice of counsel.