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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

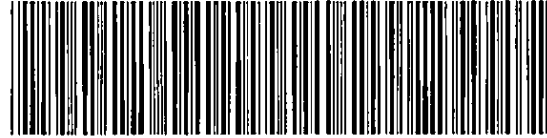
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2020 JUN 23 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

6-24-2020

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** E. Talley Morgan, CPA, 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:

Claire A. Duchemin

(Contact Person)

Claire A. Duchemin, PA

(Firm/Company)

1615 Village Square Blvd., Suite #7

(Address)

Tallahassee, FL 32309

(City, State and Zip Code)

etmorgan@embarqmail.com

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

For further information concerning this matter, please call:

Claire A. Duchemin

at (850) 270-9870

(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)

☒ \$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

**CLAIRE A. DUCHEMIN, P.A.**

Attorneys and Counselors at Law  
1615 Village Square Blvd., Suite #700  
Tallahassee, Florida 32309  
Telephone - (850) 270-9870  
Website: [www.attorneyclaire.com](http://www.attorneyclaire.com)  
Email: [claire@attorneyclaire.com](mailto:claire@attorneyclaire.com)

June 22, 2020

Florida Department of State  
Division of Corporations  
Attention: Ms. Lyn Shoffstall  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Re: Conversion of formerly unregistered Florida General Partnership into Limited Liability Co.

Dear Ms. Shoffstall:

Thank you for your assistance last week and for having Ms. Schroeder call me this morning. She was very helpful and patient with me to make sure we have all of the papers correctly completed for filing. It is my understanding that the erroneous LLC filing that I did last week for the new LLC has been abandoned, and the funds from that filing are being applied to this new set of documents. Thank you for interceding to make sure that occurred.

Enclosed is the registration statement for the old (1989) unregistered general partnership and the conversion paperwork for the change from a partnership to a limited liability company, including the Articles of Conversion and the Articles of Organization for the LLC. According to your office, we also owe additional fees of \$75.00. Our firm's check is enclosed.

If anything else is needed, please do not hesitate to contact us. If permitted, it would be great if someone could give me a call or email me and let me know the papers have been received and filing is complete, even though the effective date will not be until 7/16/20.

Thanks again.

Sincerely,



Claire A. Duchemin

CAD/cd  
cc: Client  
Enclosures

JUN 22 2020 11:18

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2020 JUN 23 AM 10:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:  
Morgan & Potts CPAs

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Florida General Partnership  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

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

on 11/30/1989  
(date of organization, formation or incorporation)

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

E. Talley Morgan, CPA, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: July 16, 2020

**(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 22 day of June 2020.

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

Signature of Authorized Representative: E Talley Morgan  
Printed Name: E. Talley Morgan Title: Authorized Member

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

Signature: E Talley Morgan  
Printed Name: E. Talley Morgan Title: General Partner

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:

E. Talley Morgan, CPA, 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:

3370 Capital Circle NE, Suite E  
Tallahassee, FL 32308

### Mailing Address:

3370 Capital Circle NE, Suite E  
Tallahassee, FL 32308

## 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:

E. Talley Morgan

Name

3370 Capital Circle NE, Suite E

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

Tallahassee

FL 32308

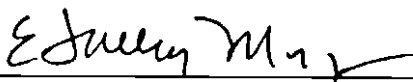
City

Zip

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TALLAHASSEE, FLORIDA

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*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

AMBR

**Name and Address:**

E. Talley Morgan

3370 Capital Circle NE, Suite E

Tallahassee, FL 32308

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Other provisions, if any.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**REQUIRED SIGNATURE:**

E. Talley Morgan

**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.

E. TALLEY MORGAN

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)**