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C RICO JUN 2 1 2020 CASEY W. ARNOLD 1 HARRIS L. BONNETTE, JR. JULIE EXUM BREUER ANNE BUZBY-WALT

ROBERT A. DAWKINS\* MICHAEL W. FISHER\*\* BEVERLY H. FURTICK\* PATRICK M. GRIFFIN

ANN H. JANOSKI

LAURA FANNIN JACOMEIN MARVIN C. KLOEPPEL\* JOHN E. LAWLOR, III\* MICHAEL R. LEAS" RYAN M. LUDWICK

KATEENA E. MANNERS ROBERT N. MILLER\* MARY A. ROBISON® SCOTT ST. AMAND KRISTIE A. SAOUD

CLAY B. TOUSEY, JR.\* CLAY B. TOUSEY III W. HAMILTON TRAYLOR



PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

ROSS H. CHAFIN

FISHER, TOUSEY, LEAS & BALL

June 22, 2020

# VIA FEDERAL EXPRESS <u>7707 6700 4813</u>

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

> Optimize Consulting, Inc. Conversion to Optimize Consulting, LLC Re:

To Whom It May Concern:

Enclosed please find two duplicate copies of Articles of Conversion and Articles of Organization for Optimize Consulting, Inc., a Florida corporation, to be converted to Optimize Consulting, LLC, a Florida limited liability company. Also, enclosed, is this firm's check in the amount of \$150.00, which represents the required filing fees.

Please forward confirmation of the filing to me in the enclosed envelope. If you have any questions, please contact me at 904-356-2600 ext. 340.

Sincerely,

Traci L. Venable Corporate Paralegal

TLV/1051006

**Enclosures** 

enclose

# **Articles of Conversion**

For

# "Other Business Entity"

Into

# Florida Limited Liability Company

The Articles of Conversion <u>and attached Articles of Organization</u> 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:  Optimize Consulting, Inc.	
(Enter Name of Other Business Entity)	
2. The "Other Business Entity" is acorporation	
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, e	ic.)
First organized, formed or incorporated under the laws of P1000066862	
(Enter state, or if a non-U.S. entity, the name of the country)	
on August 13, 2010 (date of organization, formation or incorporation)	
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization	1:
Optimize Consulting, 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	r
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 t	0

which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signature of Authorized Representative of Limit	20 <u>20</u> .
Signature of Authorized Representative of Limit	the Liability Company:
Signature of Authorized Representative:  Printed Name:  Robert D. Hutcherson, Jr.	MITTELLE
Printed Name: Robert D. Hutcherson, Jr. /	Title: Manager
Signature(s) on behalf of Other Business Entity:	See below for required signatur
Signature: Robert D. Hutcherson, J.	Title: President
Printed Name: Robert D. Hateherson, p.	_ little:
Signature:	
Printed Name:	_ Title:
Signature:	
Printed Name:	Title:
Signature:	
Printed Name:	
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Signature:Printed Name:	Title
rimed Name.	_ 11tte
Signature:	
Printed Name:	_ Title:
If Florida Corporation:	
Signature of Chairman, Vice Chairman, Director, or (	Officer.
Signature of Charman, The Charman, Bricetor, or	corporator must sign.
If Directors or Officers have not been selected, an Inc	v Partnershin:
If Directors or Officers have not been selected, an Inc If Florida General Partnership or Limited Liabilit	y Partnership:
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If Directors or Officers have not been selected, an Inc If Florida General Partnership or Limited Liabilit Signature of one General Partner. If Florida Limited Partnership or Limited Liabilit	
If Directors or Officers have not been selected, an Inc.  If Florida General Partnership or Limited Liabilit Signature of one General Partner.  If Florida Limited Partnership or Limited Liabilit Signatures of ALL General Partners.  All others:	-
If Directors or Officers have not been selected, an Inc  If Florida General Partnership or Limited Liabilit  Signature of one General Partner.  If Florida Limited Partnership or Limited Liabilit  Signatures of ALL General Partners.  All others:	
If Directors or Officers have not been selected, an Inc.  If Florida General Partnership or Limited Liabilit Signature of one General Partner.  If Florida Limited Partnership or Limited Liabilit Signatures of ALL General Partners.  All others: Signature of an authorized person.	
If Directors or Officers have not been selected, an Inc.  If Florida General Partnership or Limited Liabilit Signature of one General Partner.  If Florida Limited Partnership or Limited Liabilit Signatures of ALL General Partners.  All others: Signature of an authorized person.	<del>-</del>
If Directors or Officers have not been selected, an Inc.  If Florida General Partnership or Limited Liabilit Signature of one General Partner.  If Florida Limited Partnership or Limited Liabilit Signatures of ALL General Partners.  All others: Signature of an authorized person.  Fees:	γ Limited Partnership:

# articles of organization of Optimize consulting, LLC

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e Florida wakes,

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes, Chapter 605, hereby makes, acknowledges and files the following Articles of Organization.

# ARTICLE I

# NAME

The name of the limited liability company shall be Optimize Consulting, LLC (the "Company"). The street and mailing addresses of the principal office of the Company shall be:

Principal Address: 906 St. Johns Avenue, Suite B Palatka, Florida 32177 Mailing Address: 12346 Peach Orchard Drive Jacksonville, Florida 32223

# ARTICLE II

#### PURPOSES AND POWERS

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### ARTICLE III

#### REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are Fisher. Tousey, Leas & Ball, P.A., 501 Riverside Avenue, Suite 600, Jacksonville, Florida 32202.

# ARTICLE IV

# Admission of Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

# ARTICLE V

#### TERMINATION OF EXISTENCE

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining

member. The Company shall be terminated and dissolved upon the consent of all of the members.

#### ARTICLE VI

#### MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The name and address of the manager shall be Robert D. Hutcherson, Jr., 906 St. Johns Avenue, Suite B, Palatka, Florida 32177.

#### ARTICLE VII

#### OFFICERS

- (a) The Manager may appoint officers to the Company such as a President, a Treasurer, and a Secretary, and any other such officer as may be provided by the Operating Agreement.
  - (b) The name and positions of the initial officer of the Company is as follows:

Robert D. Hutcherson, Jr.

Chief Executive Officer and President

# ARTICLE VIII

# **DURATION AND COMMENCEMENT**

The Company shall exist perpetually. The Company's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Company's existence shall commence upon filing by the Department of State.

Remainder of Page Intentionally Blank - Signature Page Follows

IN WITNESS WHEREOF, the undersigned made and subscribed these Articles of Organization for the foregoing use and purpose this day of June, 2020.

Robert D. Hutcherson, Jr., as Authorized

Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of the Florida Statutes, Optimize Consulting, LLC, a Florida

limited liability company (the "Company"), submits the following statement in designating the

registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is Optimize Consulting, LLC.

2. The name and address of the registered agent and office are Fisher, Tousey, Leas

& Ball, P.A., 501 Riverside Avenue, Suite 600, Jacksonville, Florida 32202.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the 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 the Florida Revised Limited

Liability Company Act.

DATED: This / Hay of June, 2020.

Fisher, Tousey, Leas & Ball, P.A.,

a Florida professional service corporation,

as Registered Agent

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