

L20000224235

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

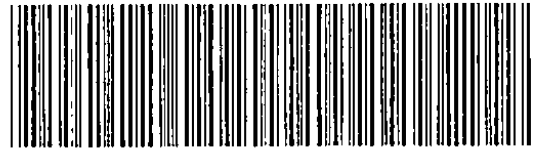
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 AUG -4 AM 9:12

2020 AUG -4 PM 1:57

2020 AUG -4 PM 1:57

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

RESUBMIT
Please give original
submission date as file date.

7/28/20

ACCOUNT NO. : I20000000195

REFERENCE : 369145 8148693

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 150.00

ORDER DATE : July 28, 2020

ORDER TIME : 10:15 AM

ORDER NO. : 369145-005

CUSTOMER NO: 8148693

DOMESTIC FILING

NAME: MAGNUS CAPITAL MANAGEMENT LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX _____ ARTICLES OF ORGANIZATION/Conversion

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson - EXT. 62968

EXAMINER'S INITIALS: _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Magnus Capital Management 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:

Craig W Lyon

(Contact Person)

Fifth Avenue Family Office

(Firm/Company)

3003 Tamiami Trail N, Ste 410

(Address)

Naples FL 34103

(City, State and Zip Code)

craig@fifthavenuefamily.com

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

For further information concerning this matter, please call:

Craig W Lyon

at (239) 262-8501

(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

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, F.S. Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion
Magnus Capital Management 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)

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

on 7/11/2002
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**
Magnus Capital Management 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 before 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 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 which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

4428 AUG -4 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 20 day of July 20 20.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Craig W Lyon

Title: MGR

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

Signature: 

Printed Name: Craig W. Lyon

Title: MGR

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:

Magnus Capital Management 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 are:

Principal Office Address:

3003 Tamiami Trail N, Ste 410
Naples FL 34103

Mailing Address:

3003 Tamiami Trail N, Ste 410
Naples FL 34103

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:

Craig W Lyon

Name

730 21st Avenue S

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

Naples

FL 34103

City

Zip

Having been named as registered agent and to accept service of process for the above stated 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 the Florida 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

Name and Address:

Gary B Price

3120 Leeward Way

Naples, FL 34103

MGR

Timothy J Cartwright

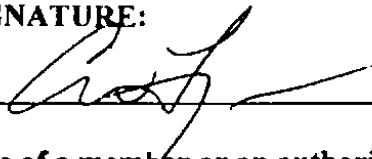
4750 Whispering Pine Way

Naples, FL 34103

(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.

Craig W Lyon

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)