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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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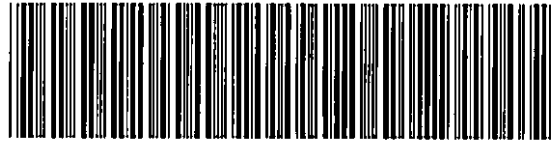
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2020 DEC 22 AM 10:48
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

20-83

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MCF SYSTEMS, 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:

Lisa H. Wilkerson, Esquire
(Contact Person)

Hendec, McKernan, Schroeder, Wilkerson & Hendec, P.A.
(Firm/Company)

1700 S. MacDill Ave. Suite #200
(Address)

Tampa, Florida, 33629
(City, State and Zip Code)

ibeattie@hendecelaw.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Lisa H. Wilkerson, Esquire at (813) 258-1177
(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,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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ARTICLES OF CONVERSION

For

"Other Business Entity"

Into

Florida Limited Liability Company

THESE ARTICLES OF CONVERSION and the attached **Articles of Organization** are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Section 605.1045, *Florida Statutes*.

FIRST: The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is **MCF SYSTEMS, INC.**

SECOND: The Other Business Entity is a Georgia corporation first organized under the laws of the State of Georgia on December 22, 2010.

THIRD: The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized.

FOURTH: The name of the converted entity, a Florida limited liability company, set forth in the attached Articles of Organization, is **MCF SYSTEMS, LLC**

FIFTH: The conversion has been approved by the Other Business Entity, in accordance with the law of its jurisdiction of formation, and by each shareholder and director of the Other Business Entity, and such approval complies with such law and the requirements of Section 605.1045, *Florida Statutes*.

SIXTH: The effective date and time of the conversion shall be December 31, 2020.

SEVENTH: 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, *Florida Statutes*.

[signature page to follow]

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

These Articles of Conversion are signed this 18th day of December, 2020.

Signature of Authorized Representative of Limited Liability Company:

By: Charles E. Mendez, Jr.
Name: Charles E. Mendez, Jr.
Title: Manager

The individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, *Florida Statutes*.

Signature on behalf of Other Business Entity:

By: Charles E. Mendez, Jr.
Name: Charles E. Mendez, Jr.
Title: Chief Executive Officer

The individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, *Florida Statutes*.

2020 DEC 22 AM 10:48
1. E.D.

**ARTICLES OF ORGANIZATION OF
MCF SYSTEMS, LLC**

ARTICLE I-Name

The name of the limited liability company shall be MCF Systems, LLC.

ARTICLE II-Address

The street address of the principal office of the limited liability company is: 2318 Wilderness Ridge, Santa Fe, New Mexico 87505. The mailing address of the principal office of the limited liability company is: 2318 Wilderness Ridge, Santa Fe, New Mexico 87505.

ARTICLE III-Registered Agent

The name and the Florida street address for the registered agent of the limited liability company is: Lisa H. Wilkerson, Esquire, c/o Hendee, McKernan, Schroeder, Wilkerson & Hendee, P.A., 1700 South MacDill Avenue, Suite 200, Tampa, Florida 33629.

ARTICLE IV-Effective Date

The effective date of the Articles of Organization is December 31, 2020.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 18th day of December, 2020.



Signature of a member or an authorized representative of a member

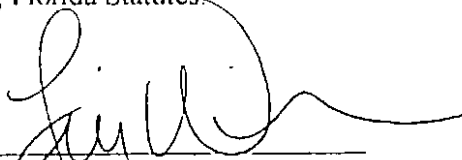
(In accordance with Section 605.0205(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Charles E. Mendez, Jr.
Typed or printed name of signee

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ACCEPTANCE OF DESIGNATION

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and the undersigned is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 605, Florida Statutes.



Lisa H. Wilkerson, Esquire
Hendee, McKernan, Schroeder, Wilkerson &
Hendee, P.A.
1700 South MacDill Avenue, Suite 200
Tampa, Florida 33629

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**CERTIFICATE OF CONVERSION TO BECOME A
FOREIGN LIMITED LIABILITY COMPANY
OF
MCF SYSTEMS, INC., A GEORGIA CORPORATION**

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2020 DEC 22 AM 10:19
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

**ARTICLE 1
NAME OF CORPORATION**

The name of the corporation making the conversion under O.C.G.A. §14-2-1109.3 is MCF Systems, Inc., a Georgia corporation (the "Converting Entity").

**ARTICLE 2
NAME AND JURISDICTION OF CONVERTED ENTITY**

The Converting Entity elects to become a limited liability company under the laws of the State of Florida in accordance with Section 605.1041 of the Revised Florida Limited Liability Company Act. The name of the company after the election shall be MCF Systems, LLC, a Florida limited liability company (the "Resulting Entity").

**ARTICLE 3
EFFECTIVE DATE**

This election shall become effective as of December 31, 2020 (the "Effective Date").

**ARTICLE 4
APPROVAL OF PLAN OF CONVERSION**

The Plan of Conversion has been approved unanimously by the shareholders and directors in accordance with Subsection (c) of O.C.G.A. §14-2-1109.3.

**ARTICLE 5
REVOCATION OF AUTHORITY; APPOINT OF SECRETARY OF STATE**

The authority of the Converting Entity's registered agent to accept service on behalf of the Converting Entity is hereby revoked as of the Effective Date, and the Secretary of State of Georgia is hereby irrevocably appoint as the agent for service of process on the Resulting Entity in any proceeding to enforce an obligation of the Converting Entity arising prior to the Effective Date.

**ARTICLE 6
MAILING ADDRESS FOR SERVICE OF PROCESS**

A copy of any process served on the Secretary of State of Georgia on behalf of the Resulting Entity pursuant to Article 5 above may be mailed as provided in O.C.G.A. §14-2-1109.3(j) to the company at 4319 Tanners Church Rd, Ellenwood, GA, 30294.

ARTICLE 7
NOTIFICATION UPON CHANGE

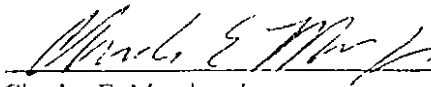
The Resulting Entity shall notify the Secretary of State of Georgia of any change in the Resulting Entity's address described in Article 6 above.

IN WITNESS WHEREOF, this Certificate of Conversion to Become a Foreign Limited Liability Company of MCF Systems, Inc. a Georgia Corporation, to become a limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes has been executed effective this 31st day of December, 2020.

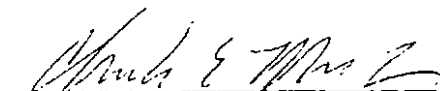
[SIGNATURE PAGES TO FOLLOW]


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2020 DEC 22 AM 10:49
CLERK OF THE STATE

MCF Systems, Inc.,
a Georgia corporation


By: 
Name: Charles E. Mendez, Jr.
Its: Chief Executive Officer

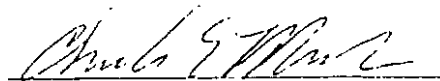
SHAREHOLDERS:

By: 
Name: Charles E. Mendez, Jr.

By: 
Name: Robert F. Losurdo

DIRECTORS:

By: 
Name: Robert F. Losurdo
Its: President

By: 
Name: Charles E. Mendez, Jr.
Its: Chief Executive Officer

2020 DEC 22 AM 10:49

LED