

L21000316866

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

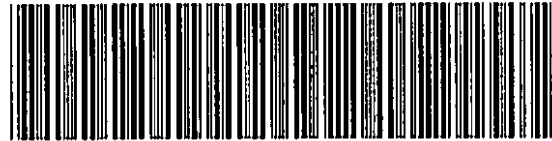
(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FL

[ **ADVOS.** ]

May 18, 2021

Carlos E Rico  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**RE: ALL CLEAN FACILITIES SERVICES, LLC**  
**Ref Number: W21000057111**

Dear Mr. Rico,

Please find the correct form enclosed as requested.

With respect to the name being the same as an existing entity, this is because the entity referenced above is a domestic Georgia Limited Liability Company that is registered in Florida as a Foreign Limited Liability Company. We would like to move the entity from Georgia to Florida. Please advise if you require an additional form or documentation to effect this change.

Please call me at 904-567-5311 or email me at [kristen.hansen@advoslegal.com](mailto:kristen.hansen@advoslegal.com) should you have any follow up questions.

Sincerely,  
Kristen Hansen  
ADVOS legal pllc

Enclosures: Copy of letter from FL Department of State  
Cover Letter  
Articles of Conversion  
Georgia Certificate of Existence  
Florida Articles of Organization

## COVER LETTER

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

**SUBJECT:** All Clean Facilities Services, 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:

Kristen Hansen

(Contact Person)

ADVOS legal pllc

(Firm/Company)

5000 Sawgrass Village Circle, Suite 7

(Address)

Ponte Vedra Beach, FL 32082

(City, State and Zip Code)

support@advoslegal.com

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

For further information concerning this matter, please call:

Kristen Hansen

at (904) 567-5311

(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, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:  
All Clean Facilities Services, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company MI7000000043  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

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

on 4/28/2011  
(date of organization, formation or incorporation)

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

All Clean Facilities Services, 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 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.

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Signed this 18th day of May 20 21

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

Signature of Authorized Representative: WHP  
Printed Name: Whitney Harper Title: Authorized Representative

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

Signature: WHP  
Printed Name: Whitney Harper Title: Authorized Representative

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  
OF  
ALL CLEAN FACILITIES SERVICES, LLC**

In accordance with the provisions of the Florida Revised Limited Liability Company Act, Florida Statutes, Chapter 605 (the "Act"), the undersigned, sole organizer of a Florida limited liability company, and an authorized representative of the Member(s) of the Company hereby certifies as follows:

**ARTICLE I: NAME**

The name of the limited liability company is All Clean Facilities Services, LLC (the "Company").

**ARTICLE II: ADDRESS**

The mailing address and street address of the principal office of the Company in the State of Florida is:

100 Corridor Road, Suite 100  
Ponte Vedra Beach, FL 32082

**ARTICLE III: REGISTERED AGENT & OFFICE**

The name and address of the Company's registered agent is:

NAME	ADDRESS
John Waltbillig	100 Corridor Road, Suite 100 Ponte Vedra Beach, FL 32082

The Company may designate another registered agent at any time.

**ARTICLE IV: DURATION AND EXISTENCE; EFFECTIVE DATE**

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Florida Department of State.

**ARTICLE V: OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement of the Company (the "Operating Agreement") shall be vested in the Members of the Company; the Operating Agreement shall govern the management, operation and ownership of the Company.

**ARTICLE VI: MANAGEMENT**

(Managed by Managers)

The Company shall be managed by Managers (the "Managers"), which shall have duties, powers and authority as specified in the Act and as provided in the Operating Agreement. The initial Manager is:

NAME	ADDRESS
Kevin Keegan	3324 Ocean Drive South Jacksonville Beach, FL 32250

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TALLAHASSEE, FL

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The Members may change the number of Managers, and remove or elect individual Managers, from time to time as set forth in the Operating Agreement, without the requirement of amending these Articles.

#### **ARTICLE VII: OFFICERS**

The name, address and title of each current officer of the Company is:

<b>NAME</b>	<b>ADDRESS</b>	<b>TITLE(S)</b>
Kevin Keegan	3324 Ocean Drive South Jacksonville Beach, FL 32250	President
John Waltbillig	100 Corridor Road, Suite 100 Ponte Vedra Beach, FL 32082	CFO

The Managers may elect or appoint additional officers, and remove the current officers, from time to time as set forth in the Operating Agreement, without the requirement of amending these Articles.

#### **ARTICLE VIII: OWNERSHIP**

Ownership interests in the Company by its Members may, but need not, be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of certificates are restricted by the terms of the Operating Agreement among the Members of the Company. The Members of the Company shall have the right to admit additional members pursuant to the terms and conditions contained in the Operating Agreement of the Company; any new member agrees to be bound by and to such Operating Agreement.

#### **ARTICLE IX: LIMITED LIABILITY**

No member, manager, officer, agent or employee of the Company shall be personally liable for the debts or liabilities of the Company or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

#### **ARTICLE X: INDEMNIFICATION**

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a member, manager or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken and omissions made by such person in the capacity of member, manager or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses related to any such proceeding.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 19th day of March, 2021, and in accordance with Section 605.0201, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct and further affirms that the Company has or will have at least one member at the time these Articles of Organization become effective.

  
\_\_\_\_\_  
ADVOS legal pllc

### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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, Florida Statutes.



By: John Waltbillig

Date: March 22, 2021

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TALLAHASSEE, FL