

L21000384587

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

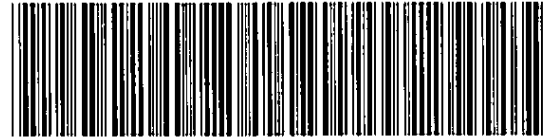
(Business Entity Name)

(Document Number)

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06/10/21--01025--013 \*\*185.00

21 JUL 13 PM 12:43  
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FBI - PHOENIX

713

J O'KEEFE  
AUG 12 5 2021

W21-90657



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 22, 2021

SPENCER H. GREEN  
17357 PERDIDO KEY DRIVE, 3 WEST  
PENSACOLA, FL 32507

SUBJECT: GREEN CAPITAL, LLC  
Ref. Number: W21000090657

We have received your document for GREEN CAPITAL, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is L02000017540.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

DANIEL L O'KEEFE  
Regulatory Specialist II

Letter Number: 421A00014139

21 JUL 13 PM 12:43  
DANIEL L O'KEEFE

WILLIAM J. JONES, JR.  
JEFFREY D. SCHOEN  
JOHN R. WALKER  
MARGARET H. KERR  
CALVIN P. BRASSEAU  
THOMAS H. HUVAL  
PAUL J. MAYRONNE  
BAILEY DIRMANN MORSE

ANDREW J. WALKER

## JONES FUSSELL, L.L.P.

ATTORNEYS AT LAW

NORTHLAKE CORPORATE PARK, SUITE 103  
1001 SERVICE ROAD EAST, HIGHWAY 190

P.O. BOX 1810  
COVINGTON, LOUISIANA 70434-1810

TELEPHONE (985) 892-4801  
FAX (985) 892-4925

HOWARD R. FUSSELL  
(1937-2015)

ANDREW J. WALKER  
awalker@jonesfussell.com

July 9, 2021

Daniel L. O'Keefe

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

Re: Green Capital Assets, LLC  
Ref No.: W21000090657

Dear Mr. O'Keefe:

Enclosed please find the corrected documents pertaining to the Green Capital Assets, LLC matter referenced above. We ask that you please file these documents into the record of this matter.

It is my understanding that you have our previous check in the amount of \$185.00 to cover the costs of the filing fees.

Thank you for your assistance in this matter.

Sincerely,

JONES FUSSELL, L.L.P.



Andrew J. Walker  
awalker@jonesfussell.com

AJW/gcb  
Enclosure

2021 JUL 13 PM 2:36

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: GREEN CAPITAL ASSETS, 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:

Andrew Walker  
(Contact Person)

JONES FUSSELL, LLP  
(Firm/Company)

PO BOX 1810  
(Address)

Covington, LA 70434  
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Andrew Walker at (985) 773-8551  
(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

21 JUL 13 PM 12:43  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 07-13-2013 BY 60322  
UCBA

**ARTICLES OF CONVERSION**  
For  
**GREEN CAPITAL LLC**  
Into  
**GREEN CAPITAL ASSETS, LLC**

The Articles of Conversion and attached Articles of Organization are submitted to convert **GREEN CAPITAL, LLC** (the "Other Business Entity") into a Florida Limited Liability Company in accordance with ss. 605.1042-605.1046, Florida Statutes.

I.

The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is **GREEN CAPITAL, LLC**.

II.

The "Other Business Entity" is a limited liability company first formed or incorporated under the laws of Louisiana on November 12, 2019.

III.

The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization** is **GREEN CAPITAL ASSETS, LLC**.

IV.

The effective date is the date of filing.

V.

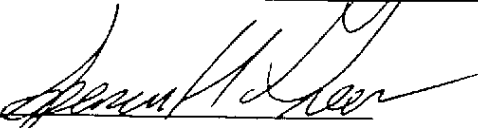
The plan of conversion has been approved in accordance with all applicable statutes.

VI.

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 30 day of JUNE 2021.

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

By: 

Spencer H. Green,  
Manager and Member

**Signature on behalf of Other Business Entity:**

By: 

Spencer H. Green,  
Manager and Member

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ALL INFORMATION CONTAINED  
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**ARTICLES OF ORGANIZATION  
OF  
GREEN CAPITAL ASSETS, LLC**

**ARTICLE I. NAME**

The name of this limited liability company shall be **GREEN CAPITAL ASSETS, LLC**  
(the "Company").

**ARTICLE II. ADDRESS**

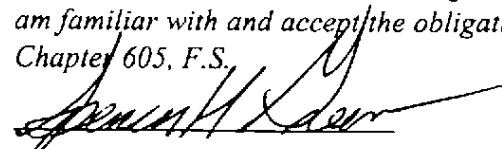
The mailing address and street address of the principal office of the Limited Liability  
Company is: 17357 Perdido Key Drive, 3 West, Pensacola, FL 32507

**ARTICLE III. REGISTERED AGENT, REGISTERED OFFICE, &  
REGISTERED AGENT'S SIGNATURE:**

The name and the Florida street address of the registered agent are:

Spencer H. Green  
17357 Perdido Key Drive, 3 West  
Pensacola, FL 32507

*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.*

  
Spencer H. Green, Registered Agent

**ARTICLE IV. MANAGEMENT**

This limited liability company shall be managed by one or more Managers who may, but  
need not, be Members of this limited liability company. The initial Managers of the limited  
liability company shall be: Spencer H. Green and Jennifer B. Green, 17357 Perdido Key Drive, 3  
West Pensacola, FL 32507.

## **ARTICLE V. AUTHORITY OF MANAGER**

Subject to certain restrictions set forth in the Operating Agreement of this limited liability company, each manager of this limited liability company shall have general authority to act on behalf of this limited liability company in all matters in the ordinary course of its business.

## **ARTICLE VI. TERM**

The term of the Company shall be perpetual.

## **ARTICLE VII. CERTIFICATION**

Persons dealing with the limited liability company may rely on a certificate signed by Spencer H. Green or Jennifer B. Green, as Manager, to establish the membership of any Member, the authority of any Manager, the authenticity of any records of the limited liability company, or the authority of any person to act on behalf of the limited liability company, including by not limited to the authority to take actions referred to in the Florida Revised Limited Liability Company Act (F.S.A. § 605.0101 et. seq.).

## **ARTICLE VIII. LIABILITY OF MEMBERS**

The members shall not be personally liable or bear any responsibility whatsoever for any of the debts, obligations, or liability of this limited liability company.

## **ARTICLE IX. INDEMNIFICATION OF MEMBERS/MANAGERS**

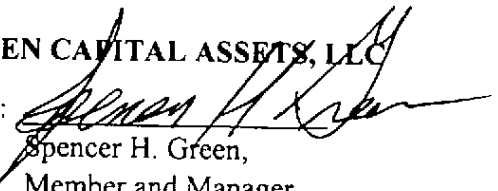
No Member or Manager shall be held personally liable for monetary damages for breach of any duty provided in the Florida Revised Limited Liability Company Act. Each manager shall be indemnified for judgments, settlements, penalties, fines, or expenses incurred because he or she is or was a Manager. This limitation of liability shall not, however, apply to the liability for the amount of a financial benefit received as a result of an intentional violation of criminal law. This Article is intended to provide the full limitation of liability and indemnification for managers




allowed under in the Florida Revised Limited Liability Company Act. Should the Florida Revised Limited Liability Company Act be amended to provide additional limitations on liability or indemnification, then, to the extent allowed by Florida law, this indemnification and limitation on liability shall be construed to provide such additional protection.

Executed in Escambia County, Florida, this 30 day of JUNE, 2021.

**GREEN CAPITAL ASSETS, LLC**

By:   
Spencer H. Green,  
Member and Manager

By:   
Jennifer B. Green,  
Member and Manager

21 JUL 13 PM 12:43  
GREEN CAPITAL ASSETS, LLC