

L21000402163

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FL



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 09/09/2021

Name: Merritt Walker

Reference #: 1473077

Entity Name: PORTNOY CPA, PLLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$150

Signature: 

✪ CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

✪ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY #3010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

✪ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

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:
Portnoy CPA, P.A. (V73087)

(Enter Name of Other Business Entity)

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

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

on October 21, 1992
(date of organization, formation or incorporation)

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

(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.

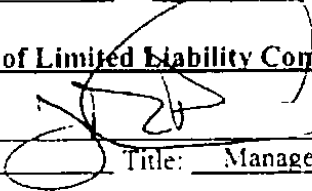
5. The plan of conversion has been approved in accordance with all applicable statutes.

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.

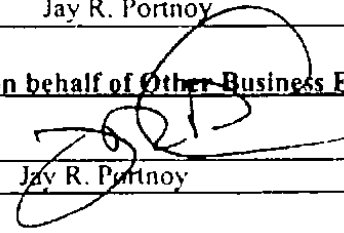
SECRETARY OF STATE
TALLAHASSEE, FL
11/16/01

Signed this 31st day of December 2020 at 4:59 p.m.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Jay R. Portnoy Title: Manager

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

Signature: 
Printed Name: Jay R. Portnoy Title: President

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)

SEP 10 AM 10:52
CLERK OF STATE
TALLAHASSEE, FL

ARTICLES OF ORGANIZATION
of
PORTNOY CPA, PLLC

The Authorized Representative on behalf of the member, hereby makes, subscribes, acknowledges and files these Articles of Organization to form a professional service limited liability company in accordance with the Professional Service Corporation and Limited Liability Act and other laws of the State of Florida.

ARTICLE I
NAME

The name of the limited liability company shall be Portnoy CPA, PLLC (the "*Company*"). The mailing and street address of the principal office of the Company shall be 9283 San Jose Boulevard, Suite 101, Jacksonville, Florida 32257.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business to be transacted by this Company, or the objects or purposes of the Company, shall be as follows:

- (a) to engage in every aspect in the practice of accounting and all its fields of specializations as are usually engaged in by practicing certified public accountants;
- (b) to engage and render the professional services involved only through its officers, agents and employees who shall be certified public accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Company;
- (c) to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services; and
- (d) to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Organization or any amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this Company.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this Company otherwise permitted by law.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are Jay R. Portnoy, 9283 San Jose Boulevard, Suite 101, Jacksonville, Florida 32257.

**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. Each member must be duly licensed or otherwise legally authorized as a certified public accountant in the State of Florida. 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 Jay R. Portnoy, 9283 San Jose Boulevard, Suite 101, Jacksonville, Florida 32257.

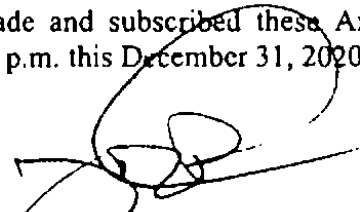
**ARTICLE VII
DURATION AND COMMENCEMENT**

The Company shall exist perpetually. The Company's existence shall be effective as of 11:59 p.m. on December 31, 2020 for internal purposes, but shall commence on the date these Articles of Organization are filed by the Department of State of the State of Florida.

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RECEIVED
DEPARTMENT OF STATE
JAN 11 2021
JACKSONVILLE, FL

IN WITNESS WHEREOF, the undersigned made and subscribed these Articles of Organization for the foregoing use and purpose as of 11:59 p.m. this December 31, 2020.



Jay R. Portnoy, as Authorized
Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes, Portnoy CPA, PLLC, 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 Portnoy CPA, PLLC.
2. The name and address of the registered agent and office are Jay R. Portnoy, 9283 San Jose Boulevard, Suite 101, Jacksonville, Florida 32257.

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: As of 11:59 p.m. on December 31, 2020.



Jay R. Portnoy, as Registered Agent

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