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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

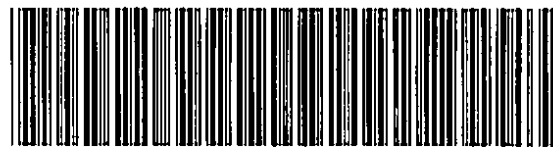
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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: VISCERAL TECHNOLOGIES, 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:

MALLORY E. MCCARROLL, ESQUIRE

(Contact Person)

AMELIA LAW GROUP, PLLC

(Firm/Company)

960194 GATEWAY BOULEVARD, SUITE 101

(Address)

FERNANDINA BEACH, FLORIDA 32034

(City, State and Zip Code)

MMCCARROLL@AMELIALAWGROUP.COM

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

For further information concerning this matter, please call:

LORIE L. CHISM, ESQUIRE at (904) 310-3529

(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)

<input type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input checked="" type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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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:
VISCERAL TECHNOLOGIES, 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, etc.)

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

on NOVEMBER 16, 2007
(date of organization, formation or incorporation)

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

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: JANUARY 1, 2022

(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 1 day of December 20 21.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: N. MARIANO PERNIGOTTI

Title: MANAGER

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

Signature: 

Printed Name: N. MARIANO PERNIGOTTI

Title: AUTHORIZED MEMBER

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
VISCERAL TECHNOLOGIES, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Revised Florida Limited Liability Company Act, Chapter 605, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I- NAME

The name of this limited liability company (the "Company") is **VISCERAL TECHNOLOGIES, LLC**.

ARTICLE II - ADDRESS

The address of the principal office is 463688 State Road 200, Suite 1504, Yulee, Florida 32097, and the mailing address of this Company is 463688 State Road 200, Suite 1504, Yulee, Florida 32097.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company 960194 Gateway Boulevard, Suite 101, Fernandina Beach, Florida 32034, and the name of its initial registered agent at such address is Mallory E. McCarroll.

ARTICLE IV – MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial person authorized to manage and control the Company is as follows:

N. Mariano Pernigotti
463688 State Road 200, Suite 1504
Yulee, Florida 32097

ARTICLE V – EFFECTIVE DATE

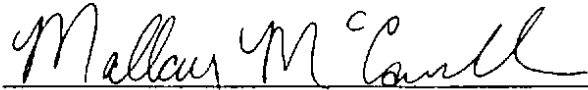
The existence of this limited liability company shall commence on January 1, 2022.

ARTICLE VI – LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

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IN WITNESS WHEREOF, the undersigned, being an authorized representative of a Member of the Company, has executed these Articles of Organization this 1st day of December, 2021, to be effective January 1, 2022. In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

A handwritten signature in black ink, reading "Mallory E. McCarroll", written over a horizontal line.

Mallory E. McCarroll
Authorized Representative

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

Pursuant to the provisions of Section 605, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

VISCERAL TECHNOLOGIES, LLC

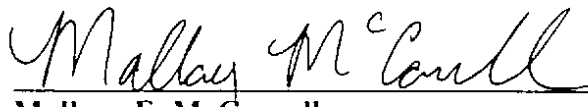
2. The name and address of the registered agent and office are:

**Mallory E. McCarroll
960194 Gateway Boulevard, Suite 101
Fernandina Beach, Florida 32034**

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.

Dated: December 15th, 2021
effective January 1, 2022

Signature of Registered Agent


Mallory E. McCarroll