

L22000019779

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900378616729

RECEIVED

2022 JAN 19 PM 12:18

RECEIVED
TALLAHASSEE, FL 32301

APPROVED
AND
FILED

2022 JAN 19 PM 1:24

RECEIVED
TALLAHASSEE, FL 32301

JAN 18 2022

K. Brumbley

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 01-19-22

NAME: RES FLORIDA CONSULTING, LLC

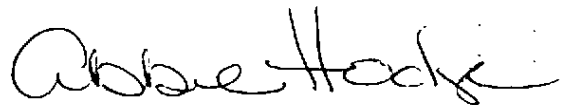
TYPE OF FILING: CONVERSION

COST: 150.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



**ARTICLES OF CONVERSION
FOR
FLORIDA CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY**

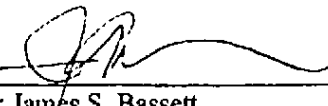
These Articles of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with Section 607.11933 of the Florida Business Corporation Act and Section 605.1045 of the Florida Revised Limited Liability Company Act.

1. The name of the converting entity immediately prior to the filing of these Articles of Conversion is E SCIENCES, INCORPORATED.
2. The converting entity is a corporation first incorporated under the laws of the State of Florida on August 29, 2000 and was assigned Document Number P00000081584.
3. The name of the converted entity as set forth in the attached Articles of Organization shall be RES FLORIDA CONSULTING, LLC (Exhibit A hereto), and shall be a limited liability company organized and formed under the laws of the State of Florida.
4. The conversion shall be effective on the date of filing.
5. The plan of conversion has been approved in accordance with the Florida Business Corporation Act, the Florida Revised Limited Liability Company Act and all other applicable statutes.

IN WITNESS WHEREOF, these Articles of Conversion have been duly executed as of January 19, 2022.

CONVERTING ENTITY:

E Sciences, Incorporated,
a Florida corporation

By: 
Name: James S. Bassett
Title: Vice President

2022 JAN 19 PM 1:24
FILED
APPROVED
AND
FILED

EXHIBIT A

Articles of Organization

(see attached)

ARTICLES OF ORGANIZATION
OF
RES FLORIDA CONSULTING, LLC

The undersigned, acting as the organizer of RES Florida Consulting, LLC, under the Revised Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is RES Florida Consulting, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the Company is 34 E. Pine Street, Orlando, Florida 32801.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company (the "Operating Agreement").

ARTICLE IV - Management:

The Company is to be managed by its Members, unless and until one or more managers are elected in accordance with the Operating Agreement, in which case the Company shall be managed by one or more managers. The managers, if any, shall be elected as described in the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the approval of the existing Members of the Company holding a majority of the voting interests.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be James S. Bassett and the street address of the Company's initial registered office is 34 E. Pine Street, Orlando, FL 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement.

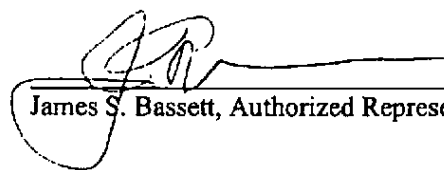
ARTICLE IX - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Articles of Organization or the Operating Agreement, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization as of this 19 day of January, 2022.


James S. Bassett, Authorized Representative

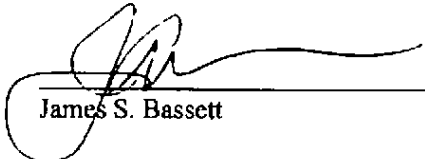
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 RES Florida Consulting, LLC.
2. The name and address of the registered agent and office is:

James S. Bassett
34 E. Pine Street
Orlando, FL 32801

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.


James S. Bassett

Dated this 19 day of January, 2022.