

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: JT Investment Enterprises, 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:

Alison M. Overton

(Contact Person)

Joseph C. Kempe, PA Attorneys and Counselors at Law

(Firm/Company)

941 N. Highway A1A

(Address)

Jupiter, FL 33477

(City, State and Zip Code)

aoverton@kempelaw.com

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

For further information concerning this matter, please call:

Alison M. Overton

at (561) 747-7300

(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
(S25 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:
JT Investment Enterprises, 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 Nevada
(Enter state, or if a non-U.S. entity, the name of the country)

on January 10, 2013
(date of organization, formation or incorporation)

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

JT Investment Enterprises, 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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TALLAHASSEE

Signed this 21 day of JANUARY 2022

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: Jeff Titherington

Title: Manager

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

Signature: _____

Printed Name: Jeff Titherington

Title: Manager

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)

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

JT Investment Enterprises, LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:- - -

19481 SE County Line Road

19481 SE County Line Road

Tequesta, FL 33469

Tequesta, FL 33469

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Jeff Titherington

Name

19481 SE County Line Road

Florida street address (P.O. Box **NOT** acceptable)

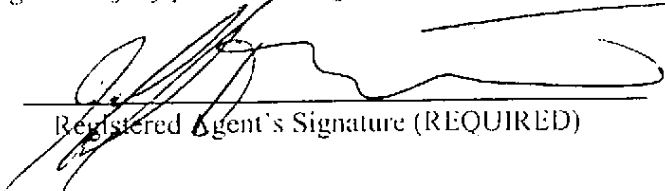
Tequesta, FL 33469

FL 33469

City

Zip

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.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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TEQUESTA, FL 33469
J.T. TITHERINGTON

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Jeff Titherington

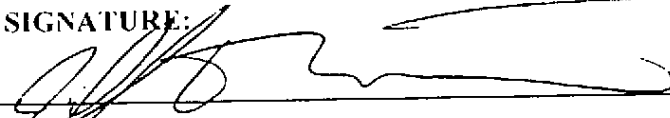
19481 SE County Line Road

Tequesta, FL 33469

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Jeff Titherington

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)

2022 JAN 31 AM 12:53
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

AGREEMENT AND PLAN OF CONVERSION

CONVERTING

JT INVESTMENT ENTERPRISES, LLC
(a Nevada Limited Liability Company)

INTO

JT INVESTMENT ENTERPRISES, LLC
(a Florida Limited Liability Company)

2022 JUN 31 11:12:53
COMMERCIAL
VALLEY

This Agreement and Plan of Conversion is entered to convert JT Investment Enterprises, LLC, a Nevada ~~Limited Liability Company (the "NV LLC")~~, into JT Investment Enterprises, LLC, a Florida Limited Liability Company (the "FL LLC"), in accordance with Sections §605.1041-§605.1046 of the Florida Statutes and §NRS 92A.205 of the Nevada Statutes.

1. Converting Limited Liability Company: JT Investment Enterprises, LLC, a Nevada Limited Liability Company, duly organized under the laws of the State of Nevada.
2. Converted Entity: JT Investment Enterprises, LLC, a Florida Limited Liability Company, duly organized under the laws of the State of Florida.
3. Effective Date: The Plan of Conversion shall be effective as of the date of execution.
4. Terms and Conditions of Conversion: The membership interests in NV LLC shall be converted into membership interests in the FL LLC, as follows: the membership interests held by each member of the NV LLC immediately prior to the conversion transaction, when expressed as a percentage of the total membership interests, shall be converted into the same percentage of membership interests in the FL LLC such that the percentage of membership interests in the NV LLC held by each member immediately prior to the conversion transaction will equal the same percentage of member interests in the FL LLC held by that (former) member of the NV LLC (and now a member of the FL LLC) immediately after the conversation.
5. Articles of Organization of FL LLC: The Articles of Organization of the FL LLC, its charter documents, are as set forth in Exhibit A attached hereto.
6. Management: The business and affairs of the FL LLC shall continue to be vested in the Member(s), who shall also act as Manager.
7. Operating Agreement of FL LLC: The operating agreement of the FL LLC shall have the same terms and provisions as the Operating Agreement of JT Investment Enterprises, LLC, a Nevada Limited Liability Company, dated December 8, 2020, except as otherwise required by Florida state law.
8. Effect of Conversion. Pursuant to §92A.250 of the Nevada Statutes, upon conversion, the NV LLC shall cease to exist as a limited liability company of the State of Nevada. However, the NV LLC shall not wind up its affairs or pay its liabilities and distribute its assets, and the conversion shall not constitute a dissolution of the NV LLC. Rather, the FL LLC shall be deemed to be the same entity as the NV LLC and the conversion shall constitute a continuation of the existence of the NV LLC in the form of FL LLC.

- a. Transfer of Rights and Assets. After the Effective Time, all rights, privileges and powers of the NV LLC, all property real, personal and mixed and all debts due to the NV LLC, as well as all other things and causes of action belonging to the NV LLC, shall remain vested in the FL LLC and shall be the property of FL LLC. The title to any interest therein vested in the NV LLC shall not revert or be in any way impaired by such conversion.
- b. Obligations and Liabilities. All debts, liabilities and duties of the NV LLC, and the rights of creditors and all liens upon on property of the NV LLC shall be preserved unimpaired and shall remain attached to the FL LLC and may be enforced against the FL LLC to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as FL LLC.

~~9. Service of Process in NV. The limited liability company may be served with process in the State~~
of Nevada in any action, suit or proceeding for enforcement of any obligation of the limited liability company arising while it was a limited liability company of the State of Nevada. The limited liability company shall irrevocably appoint the Secretary of State of Nevada as its agent to accept service of process in any such action, suit or proceeding.

10. Appraisal Rights. The FL LLC hereby agrees to pay to any members having appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.
11. Filings. The Agreement and Plan of Conversion of NV LLC into FL LLC has been fully authorized in accordance with the provisions of the applicable Nevada Limited Liability Company Act and the Florida Revised Limited Liability Company Act, and in accordance with the operating agreements of NV LLC and of FL LLC. NV LLC and FL LLC hereby stipulate that they will cause to be executed and filed Articles of Organization and Articles of Conversion with the Florida Secretary of State, and Certificate of Conversion with the Nevada Secretary of State, and any other documents prescribed by the laws of the State of Florida and of the State of Nevada, and they will cause to be performed all necessary acts therein and elsewhere to effectuate the conversion.
12. Other Necessary Acts. The Managers of FL LLC and of NV LLC are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Conversion or of the conversion provided for herein.
13. Approval. This Plan of Conversion shall be authorized by the approval of members who owned more than 50 percent of the then current percentage in the profits of the NV LLC owned by all members, pursuant to §92A.150 of the Nevada Statutes.
14. Amendment or Abandonment. This Agreement and Plan of Conversion may be amended or abandoned prior to the filing of the Articles of Conversion only by a written agreement signed by the FL LLC and NV LLC.

FILED
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CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Conversion as of the date first written above.

JT Investment Enterprises, LLC
a Florida Limited Liability Company

By: 

Jeff Pitherington, Member-Manager

JT Investment Enterprises, LLC
~~a Nevada Limited Liability Company~~

By: 

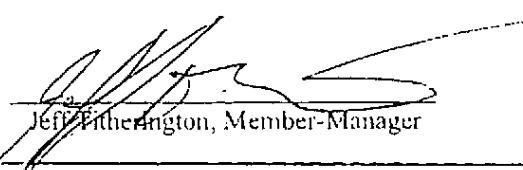
Jeff Pitherington, Member-Manager

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APPROVAL OF PLAN OF CONVERSION

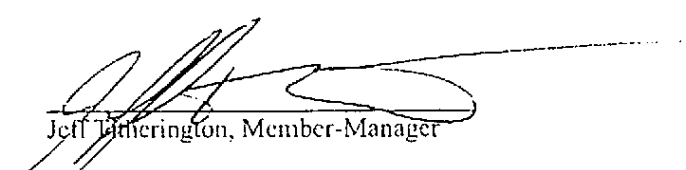
The undersigned, being the sole Manager and the sole Member of JT Investment Enterprises, LLC, a Nevada limited liability company, and the owner of 100% membership interests and 100% interest in the profits of the said company, waiving all right to a notice of meeting and waiving the necessity of a formal meeting, does hereby approve, consent and adopt the Plan of Conversion attached hereto as Exhibit "A."

Effective as of: January 21, 2022.


Jeff Titherington, Member-Manager

The undersigned, being the sole Manager and the sole Member of JT Investment Enterprises, LLC, a Florida limited liability company, and the owner of 100% membership interests and 100% interest in the profits of the said company, waiving all right to a notice of meeting and waiving the necessity of a formal meeting, does hereby approve, consent and adopt the Plan of Conversion attached hereto as Exhibit "A."

Effective as of: January 21, 2022.


Jeff Titherington, Member-Manager

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