

L22000163244

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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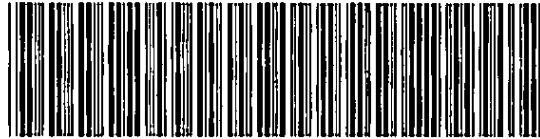
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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04/01/22--01022--007 **150.00

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2022 APR -1 PM 3:04

2

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GATE CITY CAPITAL, L.L.C.

(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:

Thomas M. Stanley, Esq.

(Contact Person)

MacMillan & Stanley, PLLC

(Firm/Company)

33 NE 4th Avenue

(Address)

Delray Beach, FL 33483

(City, State and Zip Code)

tom@macmillanstanley.com

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

For further information concerning this matter, please call:

Tom Stanley

(Name of Contact Person)

at (561)

(Area Code)

276-6363

(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

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TALLAHASSEE, FL
DIVISION OF CORPORATIONS

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:
GATE CITY CAPITAL, L.L.C.

(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 Georgia
(Enter state, or if a non-U.S. entity, the name of the country)

on 9/21/2001
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
GATE CITY CAPITAL, L.L.C.

(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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2022 APR -1 PM 8:04
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Signed this 30th day of March 2022

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: Charles E. Nail Title: Authorized Member

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

Signature: [Signature]
Printed Name: Charles E. Nail Title: Member

Signature: [Signature]
Printed Name: Thomas M. Stanley Title: Manager

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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CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

GATE CITY CAPITAL, L.L.C.

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

ARTICLE II - Address:

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

Principal Office Address:

33 NE 4th Avenue

Delray Beach, FL 33483

Mailing Address:

33 NE 4th Avenue

Delray Beach, FL 33483

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:

MacMillan & Stanley, PLLC

Name

33 NE 4th Avenue

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

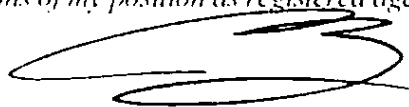
Delray Beach

FL 33483

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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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DELAWARE

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Charles E. Nail

229 SE 7th Avenue

Delray Beach, FL 33483

Manager

Thomas M. Stanley

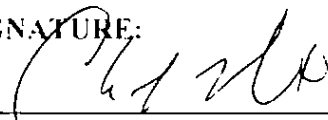
33 NE 4th Avenue

Delray Beach, FL 33483

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



Charles E. Nail, Jr.



Thomas M. Stanley

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.

CHARLES E. NAIL JR., member (AMBR)

Thomas M. Stanley, Manager

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)

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Law Offices
MacMillan & Stanley, PLLC
33 Northeast Fourth Avenue
Delray Beach, Florida 33483
(561) 276-6363
Facsimile (561) 276-8881
www.macmillanstanley.com

Thomas M. Stanley, Esq.
Board Certified by Florida Bar
In Wills, Trusts & Estates
Board Certified by Florida Bar
In Real Estate

Of Counsel
Carol MacMillan Stanley, Esq.
Board Certified by Florida Bar
In Wills, Trusts & Estates

Neil E. MacMillan (1918 - 1996)

March 30, 2022

New Filing Section
Division of Corporations Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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2022 APR -1 PM 8:05
TALLAHASSEE, FLORIDA

LETTER OF AUTHORIZATION


Re: Entity Conversion – Gate City Capital, L.L.C., a Georgia limited liability company

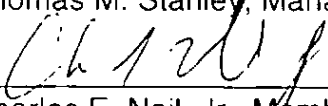
To whom it may concern:

Gate City Capital, L.L.C. is currently registered in Florida as Foreign Entity doing business in Florida. The Florida document number is **M10000000242** and the date of registration was **01/19/2010**.

The Member, Charles E. Nail, Jr. is filing Articles of Conversion to convert the Georgia limited liability company to a Florida limited liability company. The Florida limited liability company shall have the same name as the Georgia limited liability company -- Gate City Capital, L.L.C. This letter shall serve as notice that the manager and member authorize the Florida Department of State, Division of corporations to permit the use of the name Gate City Capital, L.L.C. and to terminate the foreign entity registration file upon the acceptance of the Articles of Conversion for Gate City Capital, L.L.C.

Thank you for your attention to this matter.


Thomas M. Stanley, Manager


Charles E. Nail, Jr., Member