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2022 OCT 13 AM 10:43
CLERK OF COURT

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Stanley Realty, 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:

Jason C. Stanley

(Contact Person)

(Firm/Company)

319 Triton Court

(Address)

Indian Harbour Beach, FL 32937

(City, State and Zip Code)

jason@stanleyhomesinc.com

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

For further information concerning this matter, please call:

Stephen J. Lacey, Esq.

at (

321

) 608-0890

(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

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

Pursuant to Section 607.1112, Florida Statutes, the following incorporated business formerly doing business as a Florida Corporation hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

First: The name of the incorporated business immediately prior to filing this document was:

STANLEY REALTY, INC.

Second: The date on which, and the jurisdiction in which, the incorporated business was first created or otherwise came into being are:

- A. Date: **May 10, 2004**
- B. Jurisdiction: **Florida**

Third: The name of the Limited Liability Company as set forth in the attached Articles of Organization is:

STANLEY REALTY, LLC

Fourth: The conversion is permitted by the applicable law(s) governing the other business entity, and the conversion complies with such law(s) and the requirements of F.S. 607.1113, in effecting the conversion.

Fifth: The Corporation currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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CLERK OF THE COURT
CLERK OF THE COURT

IN WITNESS WHEREOF, the undersigned members do make and file this Certificate of Conversion and attached Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hand and seal this 3rd day of October 2022.

STANLEY REALTY, INC.

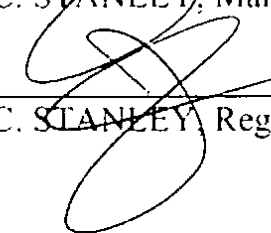


JASON C. STANLEY, President

STANLEY REALTY, LLC



JASON C. STANLEY, Manager




JASON C. STANLEY, Registered Agent

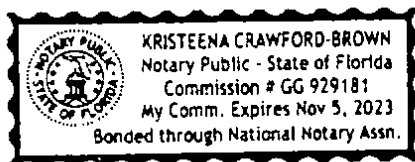
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me by means of ☒ physical presence or ☐ online notarization, an officer duly authorized in the State and County aforesaid to take acknowledgements, JASON C. STANLEY appeared, and he acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in him. Said person is ☐ personally known to me, or ☒ produced FLDL as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of October 2022.



Notary Public, State of Florida



ARTICLES OF ORGANIZATION OF STANLEY REALTY, LLC

The undersigned subscriber to these Articles of Organization, and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida, does hereby state and certify the following:

I.

The name of the Limited Liability Company shall be **STANLEY REALTY, LLC**.

II.

The mailing and street address of the Limited Liability Company and its principal office is: 2087 Sarno Road, Melbourne, FL 32935.

III.

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is JASON C. STANLEY, 319 Triton Court, Indian Harbour Beach, FL 32937.

IV.

The purpose for which this Limited Liability Company is organized is to engage in any and all lawful business.

V.

The Limited Liability Company shall be managed by its Manager(s) and the activities of the Limited Liability Company shall be conducted as a manager-managed company in accordance with the terms of the Limited Liability Company Operating Agreement.

The name and address of the Initial Manager of the Limited Liability Company is as follows:

Name	Address
JASON C. STANLEY	319 Triton Court Indian Harbour Beach, FL 32937

VI.

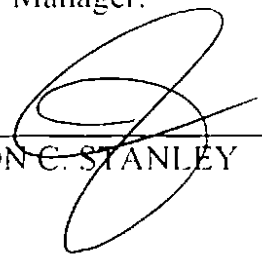
The Limited Liability Company shall have the right to add additional members according to the terms of the Limited Liability Company Operating Agreement.

VII.

This Limited Liability Company shall exist perpetually.

IN WITNESS WHEREOF, the undersigned, in his respective capacity as initial manager for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seal this 3rd day of October 2022.

Initial Manager:




JASON C. STANLEY

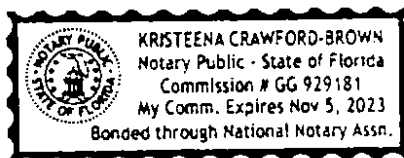
**STATE OF FLORIDA
COUNTY OF BREVARD**

I HEREBY CERTIFY that on this day, before me by means of ☒ physical presence or ☐ online notarization, an officer duly authorized in the State and County aforesaid to take acknowledgements, JASON C. STANLEY appeared, and he acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in him. Said person is ☐ personally known to me, or ☐ produced FLDL as identification.

WITNESS my hand and official seal this 3rd day of October 2022.



Notary Public, State of Florida



**STATEMENT OF DESIGNATION AND ACCEPTANCE OF
INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
STANLEY REALTY, LLC**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

The street address of the initial registered office of this Limited Liability Company is 2087 Sarno Road, Melbourne, FL 32935, and the name of the initial registered agent of this Limited Liability Company at that address is JASON C. STANLEY.

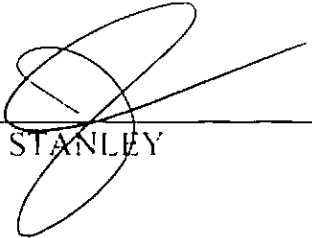
DATED this 3rd day of October 2022.



JASON C. STANLEY, Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of STANLEY REALTY, LLC at the initial registered office of the Limited Liability Company at 2087 Sarno Road, Melbourne, FL 32935.



JASON C. STANLEY

PLAN OF CONVERSION

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Agreement and Plan of Conversion for the purpose of converting STANLEY REALTY, INC. into a limited liability company.

1. The following Plan and Agreement of Conversion was approved by the sole shareholder of STANLEY REALTY, INC. in the manner prescribed by the Florida Business Corporation Act:

AGREEMENT AND PLAN OF CONVERSION

This Agreement made effective the 3rd day of October 2022, between STANLEY REALTY, INC., a corporation of the State of Florida and whose principal office is at 2087 Sarno Road, Melbourne, FL 32935, and the shareholders of STANLEY REALTY, INC. as follows:

WHEREAS, all of the outstanding shares and capital stock of STANLEY REALTY, INC., a Florida corporation, is owned by JASON C. STANLEY. As the sole record and equitable owner of STANLEY REALTY, INC., pursuant to his authority under Section 607.1112 of the Florida Business Corporation Act, JASON C. STANLEY believes that it will be in the best interests of STANLEY REALTY, INC., that STANLEY REALTY, INC. be converted into STANLEY REALTY, LLC, a Florida limited liability company;

NOW, THEREFORE, in consideration of the undertakings hereinafter set forth, STANLEY REALTY, INC., a Florida corporation, agrees as follows:

(a) STANLEY REALTY, INC., a Florida corporation, shall be converted into STANLEY REALTY, LLC, a Florida limited liability company.

(b) The name of the surviving limited liability company shall be STANLEY REALTY, LLC.

(c) The telephone number, name and post office addresses of the Manager of the surviving limited liability company, who shall hold office until his successors are chosen or appointed according to the Operating Agreement of the surviving limited liability company is:

<u>NAME</u>	<u>MANAGER</u>	<u>ADDRESS</u>
JASON C. STANLEY		319 Triton Court Indian Harbour Beach, FL 32937 (321) 508-2152

(d) The capital stock of STANLEY REALTY, INC. shall be exchanged for the membership interest of STANLEY REALTY, LLC, for an equal percentage of ownership interest, and the capital stock of STANLEY REALTY, INC. shall be completely cancelled.

(e) Following the adoption of this Agreement by all of the stockholders of STANLEY REALTY, INC., a Florida corporation, the conversion from STANLEY REALTY, INC., a Florida corporation, to STANLEY REALTY, LLC, a Florida limited liability company, and cancellation of the capital stock of STANLEY REALTY, INC. shall be effective 3rd day of October 2022.

2. Receipt of a copy of the Plan of Conversion, including the Agreement and Plan of Conversion, and consent to the same by all of the stockholders of all issued and outstanding stock in STANLEY REALTY, INC., a Florida corporation, is hereby acknowledged by the signature below of all the stockholders of STANLEY REALTY, INC., a Florida corporation, pursuant to the requirements of Section 607.1112 of the Florida Business Corporation Act.

EXECUTED this 3rd day of October 2022.

STANLEY REALTY, INC., a Florida corporation



JASON C. STANLEY,
President/Shareholder

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NOTARIAL SEAL