

L23000015085

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

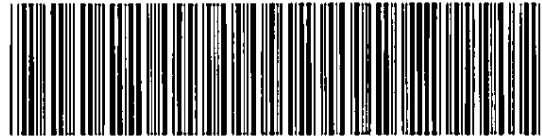
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000398924190

S. CHATHAM
JAN 13 2023

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 12 2023

RECEIVED
2023 JAN 12 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: 01/12/23

NAME: SPECIALTY ASSET MANAGEMENT LLC

TYPE OF FILING: CONVERSION

COST: 150.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



**ARTICLES OF CONVERSION
FOR
FOREIGN LLC
INTO
FLORIDA LIMITED LIABILITY COMPANY**

These Articles of Conversion and the attached Articles of Organization are submitted to convert the following Ohio limited liability company (the "OH Company") into a Florida limited liability company (the "Florida Limited Liability Company"), in accordance with Section 605.1045, Florida Statutes.

1. The name of the OH Company immediately prior to the filing of the Articles of Conversion is: SPECIALTY ASSET MANAGEMENT, LLC, an Ohio limited liability company, duly organized and existing under the laws of the State of Ohio.

2. The Articles of Organization of the OH Company were duly filed with the Ohio Secretary of State on October 8, 2014. The Ohio entity number for the OH Company is 2333783.

3. The name of the Florida Limited Liability Company, as set forth in the Articles of Organization attached hereto as Exhibit A, is: SPECIALTY ASSET MANAGEMENT, LLC, a Florida limited liability company.

4. The conversion of the OH Company into the Florida Limited Liability Company was approved by the OH Company in accordance with the laws of the State of Ohio and all members of the OH Company approved the conversion of the OH Company into the Florida Limited Liability Company.

5. All members of the OH Company have waived any and all appraisal rights to which they may be entitled under the laws of the State of Ohio.

6. The conversion of the OH Company into the Florida Limited Liability Company shall be effective as of the date of December 1, 2022.

(SIGNATURES ON FOLLOWING PAGE)

SECRET
DIVISION
JAN 12 PM 1:57

Signed on the 8th day of December, 2022.

SPECIALTY ASSET MANAGEMENT, LLC, an
Ohio limited liability company

By: 
R. Charles Book, Manager

RECEIVED
DIVISION OF
JAN 12 PM 4:57

EXHIBIT A
ARTICLES OF ORGANIZATION

See attached.

FILED
STATE
2012 PM 4:57

ARTICLES OF ORGANIZATION
OF
SPECIALTY ASSET MANAGEMENT, LLC

The undersigned, acting as the organizer of SPECIALTY ASSET MANAGEMENT, LLC, under the Florida Revised 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 SPECIALTY ASSET MANAGEMENT, LLC (the "Company").

ARTICLE II - Address:

The mailing address and the street address of the principal office of the Company is 160 Paramount Drive, Suite 422, Sarasota, FL 34232.

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.

ARTICLE IV - Management:

The Company is to be managed by one or more managers. The managers shall be elected as described in the Operating Agreement of the Company. The names and addresses of the individuals to serve as initial managers and until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
R. Charles Book	160 Paramount Drive, Suite 422 Sarasota, FL 34232
Shannon L. Book	160 Paramount Drive, Suite 422 Sarasota, FL 34232

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only as set forth in the Operating Agreement of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, 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 Beneficial Communities, LLC, and the street address of the Company's initial registered office is 2 N. Tamiami Trail, Suite 800, Sarasota, FL 34236.

ARTICLE VIII - Amendments:

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

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member, manager, or officer 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, manager, or officer 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 the Articles of Organization or the Operating Agreement of the Company, 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 XI - 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, withdrawal, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member.

[SIGNATURE PAGE FOLLOWS]

RECEIVED
FEB 12 PM 1:57
1000

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization as of
this 11th day of January, 2023.

R. Charles Book
R. Charles Book

[ARTICLES OF ORGANIZATION OF SPECIALTY ASSET MANAGEMENT, LLC]

21 JAN 12
SECRET
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

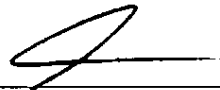
1. The name of the limited liability company is SPECIALTY ASSET MANAGEMENT, LLC.

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

Beneficial Communities, LLC
2 N. Tamiami Trail, Suite 800
Sarasota, FL 34236

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.

BENEFICIAL COMMUNITIES, LLC



Donald W. Paxton, Sole Member

Dated this 11th day of January, 2023.

JAN 12 PM 4:51