

L23000143221

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

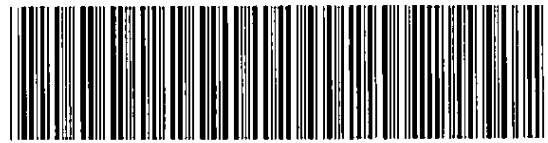
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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S. CHATHAM
MAR 30 2023

FILED
2023 MAR 29 PM 4:23
2023 MAR 29 PM 2:01
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 03/29/2023 BY 60322 UCBAW

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: 03/29/23

NAME: BASEMENT DEFENDER, LLC

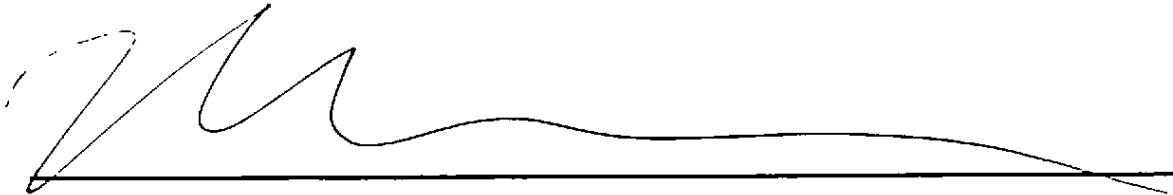
TYPE OF FILING: CONVERSION

COST: 150.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A handwritten signature in black ink, appearing to be 'Zu', is written over a horizontal line.

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Basement Defender, 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:

Abid Sabzali, Attorney

(Contact Person)

Huck Bouma PC

(Firm/Company)

1755 S. Naperville Road, Suite 200

(Address)

Wheaton, IL 60189

(City, State and Zip Code)

kmartinez@huckbouma.com

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

For further information concerning this matter, please call:

Abid Sabzali

at (630) 221-1755

(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
(\$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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SECRETARY OF STATE
FLORIDA

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:
Basement Defender, 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 Illinois
(Enter state, or if a non-U.S. entity, the name of the country)

on March 25, 2016
(date of organization, formation or incorporation)

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

Basement Defender, 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.

Signed this 28th day of February 2023

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Roy E. Spencer
Printed Name: Roy E. Spencer Title: Manager

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

Signature: Roy E. Spencer
Printed Name: Roy E. Spencer 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Basement Defender, 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:

3410 3rd Avenue NW

Naples, FL 34120

Mailing Address:

3410 3rd Avenue NW

Naples, FL 34120

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:

FLORIDA FILING & SEARCH SERVICES, INC.

Name

155 OFFICE PLAZA DRIVE

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

TALLAHASSEE

City

FL

32301

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 S.W. FLORIDA

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:

Roy E. Spencer

3410 3rd Avenue NW

Naples, FL 34120

SECRET

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(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

Roy E. Spencer
18640AEP0CAB4MF

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.

Roy E. Spencer, Manager

Typed or printed name of signer

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)

**UNANIMOUS WRITTEN CONSENT OF THE MEMBERS AND MANAGERS
OF BASEMENT DEFENDER, LLC**

DATED AS OF FEBRUARY 28, 2023

The undersigned, being all of the members and managers of Basement Defender, LLC, an Illinois limited liability company (the "Company"), pursuant to Section 15-1(e) of the Illinois Limited Liability Company Act (805 Ill. Comp. Stat. Ann. 180/1-1 *et seq.*), as amended (the "Act"), hereby (i) consent to and adopt the following resolutions, which actions shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the members of the Company and managers of the Company, in each case duly called and held, (ii) waive all notices to which such members and managers may be entitled in connection therewith, and (iii) direct that this written consent to such action be filed with the minutes of the proceedings of the Company:

RESOLVED, that that the Company be converted to a Florida limited liability company, in accordance with 805 Ill. Comp. Stat. Ann. 415/301 and Fla. Stat. Ann. § 605.1051, each as amended.

RESOLVED, that that the Plan of Domestication, attached hereto as Exhibit A, is hereby approved and adopted.

RESOLVED, that Roy E. Spencer, as the Manager of the Company (the "Designated Manager"), is hereby authorized, empowered, and directed, on behalf of the Company, to execute all documents, pay all fees, and to perform, or cause to be performed, all acts on behalf of the Company as the Designated Manager may deem necessary or appropriate to effectuate the purposes and intent of the Plan, and that actions previously taken on behalf of the Company in furtherance of such intent are hereby ratified and approved.

RESOLVED, that this written consent may be executed in one or more counterparts, each of which is an original for all purposes and all of which constitutes a single written consent, and that an electronic image or facsimile of any executed counterpart is as binding as an original signature.

(This space intentionally left blank; Signature page follows)

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SECRETARY OF STATE
ILLINOIS

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first set forth above.

MEMBER:

DocuSigned by:

Roy E Spencer

ROY E. SPENCER, as Trustee of the Roy
E. Spencer Trust dated November 13,
1996

MANAGER:

DocuSigned by:

Roy E Spencer

ROY E. SPENCER, an individual

The foregoing being all of the members and managers of the Company.

2023 MAR 29 PM 4:23
SPENCER
ROY E

EXHIBIT A

Plan of Domestication

1. This Plan of Domestication (this "Plan") is made for the purpose of converting Basement Defender, LLC, an Illinois limited liability company (the "Domesticating Entity"), into Basement Defender, LLC, a Florida limited liability company (the "Domesticated Entity").
2. Upon adoption of this Plan by the managers and members of the Domesticating Entity, the Domesticating Entity will file (i) with the Illinois Secretary of State, an Illinois Form EOA 305, "Statement of Domestication;" and (ii) with the Florida Department of State, both (a) Florida "Articles of Organization" for the Domesticated Entity, and (b) Florida "Articles of Domestication."
3. Upon legal effect of the domestication, without any action being required by the Domesticating Entity or any third party, the Domesticated Entity's issued and outstanding equity will be held by the holders of the Domesticating Entity's equity in equal portion as such holders held the equity of the Domesticating Entity immediately prior to the filing of the foregoing documents.

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ILLINOIS