

L23000151653

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(Business Entity Name)

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S. CHATHAM
APR - 4 2023

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2023 MAR 30 AM 10:43

SECTION 607.01
FILING OFFICE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 31, 2023

SUNSHINE CORPORATE COMPLIANCE

SUBJECT: CEI OF AMERICA, LLC
Ref. Number: W23000043386

CORRECTED
Please Allow For
Same File Date

We have received your document for CEI OF AMERICA, LLC. However, the document has not been filed and is being returned for the following:

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), s.607.1622(9) and/or 607.1622(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 223A00007412

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DIVISION OF CORPORATIONS
FLORIDA

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 03/30/2023

****WALK IN****

ENTITY NAME CEI OF AMERICA, LLC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

Certificate of Status

Certificate of Status Reflecting: _____

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 150.00

ACCOUNT # 120160000072

in: [Signature]

Please call Tina at the above number for any issues or concerns. Thank you so much!

**ARTICLES OF CONVERSION OF
CEI OF AMERICA, INC.
INTO
CEI OF AMERICA, LLC**

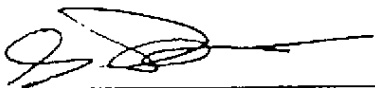
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SECTION 607.1112
TALLAHASSEE, FLORIDA

The following Articles of Conversion and attached Articles of Organization are submitted to convert the following corporation into a Florida limited liability company, in accordance with Section 607.1112, Florida Statutes.

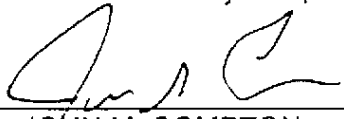
- 1) The name of the Corporation immediately prior to the filing of the Articles of Conversion is: CEI OF AMERICA, INC.
- 2) The Corporation was first organized, formed, and incorporated under the laws of the State of Florida on October 28, 2015.
- 3) The name of the Florida limited liability company, as set forth in the attached Articles of Organization is: CEI OF AMERICA, LLC.
- 4) The effective date of the conversion shall be March 30, 2023.
- 5) The Plan of Conversion has been approved in accordance with all applicable statutes.
- 6) The Corporation has agreed to pay any shareholders having appraisal rights the amount to which such shareholders are entitled under Section 607.1301 of the Florida Statutes, as amended.

Signed this 30th day of March, 2023.

CEI OF AMERICA, INC.
a Florida corporation

By: 
THOMAS QUINN
As Its: President

CEI OF AMERICA, LLC
a Florida limited liability company

By: 
JOHN M. COMPTON
As Its: Authorized Representative

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SECURITY
TALLAHASSEE

ARTICLES OF ORGANIZATION
OF
CEI OF AMERICA, LLC

The undersigned person under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is:

CEI OF AMERICA, LLC

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 1819 Main Street, Suite 610, Sarasota, Florida 34236, and the name of the company's initial registered agent at that address is JOHN M. COMPTON.

ARTICLE V - PLACE OF BUSINESS

The street and mailing addresses of the principal office of the company are 5016 Calle Minorga, Sarasota, FL 34242.

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FLORIDA

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved as set forth in the Company's Operating Agreement.

ARTICLE VII - MANAGEMENT BY MANAGER

The company will be manager-managed. The initial managers of the Company shall be KIMBERLY A. LANGEDYK and THOMAS QUINN, located at 5016 Calle Minorga, Sarasota, FL 34242.

ARTICLE VIII - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members and shall be as prescribed by the Florida Secretary of State.

DATED: March 30, 2023.



JOHN M. COMPTON, authorized
representative

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 605.0113, Florida Statutes, the following is submitted:

That CEI OF AMERICA, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, Florida 34236, has named JOHN M. COMPTON as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for CEI OF AMERICA, LLC at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Revised Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 605.0113, Florida Statutes.

DATE: March 30, 2023.



JOHN M. COMPTON

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TALLAHASSEE, FL