

L23000285209

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

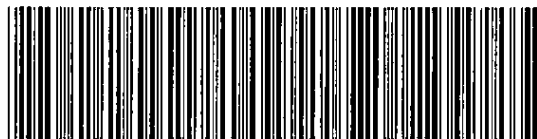
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300408691973

05/25/23--01011--006 **155.00

2023 MAY 25 PM 6:02
FILED
MAY 25 2023

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Crab Island Jimmy's Charters 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:

David L. Powell

(Contact Person)

Powell Law

(Firm/Company)

1221 Airport Road, Suite 209

(Address)

Destin, FL 32541

(City, State and Zip Code)

david@powelllawpllc.com

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

For further information concerning this matter, please call:

David L. Powell at (850) 376-0523

(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

☐ \$150.00 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

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:
CRAB ISLAND JIMMY'S CHARTERS INCORPORATED

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida P210000007809
(Enter state, or if a non-U.S. entity, the name of the country)

on January 16, 2021
(date of organization, formation or incorporation)

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

Crab Island Jimmy's Charters LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: May 1, 2023

(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.


2023 MAY 25 PM 6:11

Signed this _____ day of _____ 20_____.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 
Printed Name: Emory J. Perkins Title: Authorized Member

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

Signature: 
Printed Name: Emory J. Perkins Title: President

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Crab Island Jimmy's Charters 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:

8 Miracle Strip Pkwy SE

Unit A

Fort Walton Beach, FL 32548

Mailing Address:

8 Miracle Strip Pkwy SE

Unit A

Fort Walton Beach, FL 32548

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:

David L Powell

Name

1221 Airport Road, Suite 209

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

Destin

FL 32541

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)

2023 MAY 25 PM 6:03
ALL RIGHTS RESERVED

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:

Emory J. Perkins

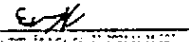
8 Miracle Strip Pkwy SE, Unit A

Fort Walton Beach, FL 32548

(Use attachment if necessary)

ARTICLE V: Other provisions, if any:

REQUIRED SIGNATURE:



Jimmy Perkins (Apr 27, 2023 11:36 CDT)

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.

Emory J. Perkins

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)

FILED
2023 MAY 20 PM 6:03
CLERK OF THE
DEPARTMENT OF
STATE
TALLAHASSEE, FLORIDA






Articles of Conversion

Final Audit Report

2023-04-27

Created:	2023-04-27
By:	David Powell (David@PowellLawPLLC.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAIPghWpdVe5cmMzMhVYxvye19OoU5HTeY

"Articles of Conversion" History

-  Document created by David Powell (David@PowellLawPLLC.com)
2023-04-27 - 3:52:35 PM GMT
-  Document emailed to Jimmy Perkins (jimmyperkins.1964@gmail.com) for signature
2023-04-27 - 3:53:07 PM GMT
-  Email viewed by Jimmy Perkins (jimmyperkins.1964@gmail.com)
2023-04-27 - 4:35:00 PM GMT
-  Document e-signed by Jimmy Perkins (jimmyperkins.1964@gmail.com)
Signature Date: 2023-04-27 - 4:36:15 PM GMT • Time Source: server
-  Agreement completed.
2023-04-27 - 4:36:15 PM GMT

2023 MAY 25 PM 6:03
TALLER STELL GROUP

CRAB ISLAND JIMMY'S CHARTERS INCORPORATED

Plan of Conversion to:

CRAB ISLAND JIMMY'S CHARTERS LLC

WHEREAS the Board and all stock holders of CRAB ISLAND JIMMY'S CHARTERS INCORPORATED desire to convert the Corporation to a Florida Limited Liability Company

NOW THEREFORE, it hereby makes and approves this Plan Of Conversion:


- a. The name of the domestic converting corporation is CRAB ISLAND JIMMY'S CHARTERS INCORPORATED, a Florida for Profit Corporation ("the Company")
- b. The converted eligible entity will be CRAB ISLAND JIMMY'S CHARTERS LLC, a Florida Limited Liability Company ("the LLC")
- c. The manner and basis of converting the shares of the domestic corporation, or the rights to acquire shares, obligations, or other securities of the domestic corporation are as follows:
 1. Shares: The shares of the corporation will be converted to membership interests in the Limited Liability Company in the exact percentage of shares owned by each shareholder. Once converted, the Members may sell, give or negotiate their membership interest in accordance with the articles of organization in effect at the time. Any outstanding shares of the Company shall be converted into membership interests in the LLC
 2. Other securities: Not Applicable.
 3. Eligible interests: Not Applicable
 4. Obligations: The obligations of the Company will continue as obligations of the LLC
 5. Rights to acquire shares, other securities, or eligible interests: Members may sell, give or negotiate their membership interest in accordance with the articles of organization in effect at the time.
 6. Cash: The Cash of the Company will remain the Cash of the LLC.
 7. Other property: All other property of the Company will remain property of the LLC
 8. Any combination of the foregoing:

- e. The full text, as it will be in effect immediately after the conversion becomes effective, of the Operating Agreement is attached hereto as Exhibit A.

This Plan of Conversion shall be implemented in accordance with the laws of the State of Florida and the Articles of Organization of Crab Island Jimmy's Charters LLC.

Agreed to and Adopted on this : Apr 12, 2023


CRAB ISLAND JIMMY'S
CHARTERS INCORPORATED



Jimmy Perkins (Apr 12, 2023 12:24 CDT)

Emory J. Perkins, President of the
Board of Directors

AGREED AND CONSENTED TO:



Jimmy Perkins (Apr 12, 2023 12:24 CDT)

Emory J. Perkins, Sole Shareholder






Plan of Conversion

Final Audit Report

2023-04-12

Created:	2023-04-11
By:	David Powell (David@PowellLawPLLC.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAiHhFm1-nBclfm6BDuNDhLrpCLeuUZPvi

"Plan of Conversion" History

-  Document created by David Powell (David@PowellLawPLLC.com)
2023-04-11 - 3:45:11 AM GMT
-  Document emailed to Jimmy Perkins (jimmyperkins.1964@gmail.com) for signature
2023-04-11 - 3:45:34 AM GMT
-  Email viewed by Jimmy Perkins (jimmyperkins.1964@gmail.com)
2023-04-12 - 0:11:38 AM GMT
-  Document e-signed by Jimmy Perkins (jimmyperkins.1964@gmail.com)
Signature Date: 2023-04-12 - 5:24:06 PM GMT - Time Source: server
-  Agreement completed.
2023-04-12 - 5:24:06 PM GMT

Names and email addresses are entered into the Acrobat Sign service by Acrobat Sign users and are unverified unless otherwise noted.

2023 MAY 25 PM 6:03
JALIA COSTA-JONES



RESOLUTION IN LIEU OF MEETING BY UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS OF
CRAB ISLAND JIMMY'S CHARTERS INCORPORATED

WHEREAS, Crab Island Jimmy's Charters Incorporated (the "Company") is currently in good standing with the Florida Secretary of State and assigned document number: P21000007809; and

WHEREAS, the Board of Directors consists of Emory J. Perkins, President and the sole shareholder, holding 100% of the shares of the Company, is Emory J. Perkins

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company and its shareholders to convert the Company from a corporation to a limited liability company pursuant to the provisions of the Florida Revised Limited Liability Company Act (the "Act");

WHEREAS, the Board of Directors and all shareholders have approved the Plan of Conversion and the Articles of Conversion to Crab Island Jimmy's Charters LLC (the "LLC"), which provide for the conversion of the Company into the LLC;

WHEREAS, the Board of Directors has determined that the conversion of the Company into the LLC will not adversely affect the rights or preferences of any class or series of outstanding shares of the Company;

WHEREAS, the shareholders of the Company have the right to approve the conversion of the Company into the LLC, and the shareholders, by their signatures below, unanimously approve of and consent to the conversion of the company and everything else in this Resolution;

NOW, THEREFORE, BE IT RESOLVED, that the Company shall be converted into Crab Island Jimmy's Charters LLC pursuant to the provisions of the Act;

FURTHER RESOLVED, that the Plan of Conversion and the Articles of Conversion of the LLC, in the form approved by the Board of Directors and the unanimous consent of the shareholders, are hereby adopted as the Articles of Conversion of the LLC, and that the officers of the Company, or their legal counsel, are authorized and directed to execute and file the Articles of Conversion with the Florida Secretary of State;

FURTHER RESOLVED, that the officers of the Company are authorized and directed to take all such further actions and execute all such further documents as they may deem necessary or desirable to effectuate the conversion of the Company into the LLC, including, without limitation, the execution and delivery of any instruments of transfer or assignment;

FURTHER RESOLVED, that the officers of the Company are authorized and directed to take all such further actions and execute all such further documents as they may deem necessary or desirable to effectuate the termination of the Company's status as a corporation, including,

without limitation, the filing of any necessary certificates or other documents with the Florida Secretary of State; and


FURTHER RESOLVED, that the officers of the Company are authorized and directed to take all such actions as may be necessary or appropriate to effectuate the foregoing resolutions.

This resolution shall be effective immediately upon adoption.

May 3, 2023

Agreed to and Adopted on this : _____

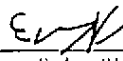
CRAB ISLAND JIMMY'S
CHARTERS INCORPORATED



Jimmy Perkins (May 3, 2023 10:21 CDT)

Emory J. Perkins, President of the
Board of Directors

AGREED AND CONSENTED TO:



Jimmy Perkins (May 3, 2023 10:21 CDT)

Emory J. Perkins, Sole Shareholder







Resolution Converstion

Final Audit Report

2023-05-03

Created:	2023-04-27
By:	David Powell (David@PowellLawPLLC.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAALV_gVIRdcYV48dmV808mQijycJFNmn75

"Resolution Converstion" History

-  Document created by David Powell (David@PowellLawPLLC.com)
2023-04-27 - 3:37:14 PM GMT
-  Document emailed to Jimmy Perkins (jimmyperkins.1964@gmail.com) for signature
2023-04-27 - 3:38:08 PM GMT
-  Email viewed by Jimmy Perkins (jimmyperkins.1964@gmail.com)
2023-04-27 - 3:46:04 PM GMT
-  Email viewed by Jimmy Perkins (jimmyperkins.1964@gmail.com)
2023-05-03 - 3:20:00 PM GMT
-  Document e-signed by Jimmy Perkins (jimmyperkins.1964@gmail.com)
Signature Date: 2023-05-03 - 3:21:35 PM GMT - Time Source: server
-  Agreement completed.
2023-05-03 - 3:21:35 PM GMT

2023 MAY 25 PM 6:03
FALL & ASSOCIATES, P.C.

