

L23000 429472

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

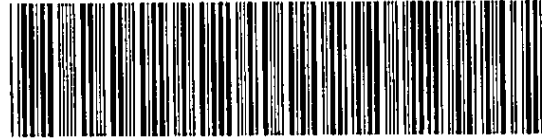
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300414354283

SEP 11 2023 10:10

RECEIVED
2023 SEP 11 PM 2:06
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: 9/11/2023

NAME: TYLER GAUTIER LANDSCAPING INC

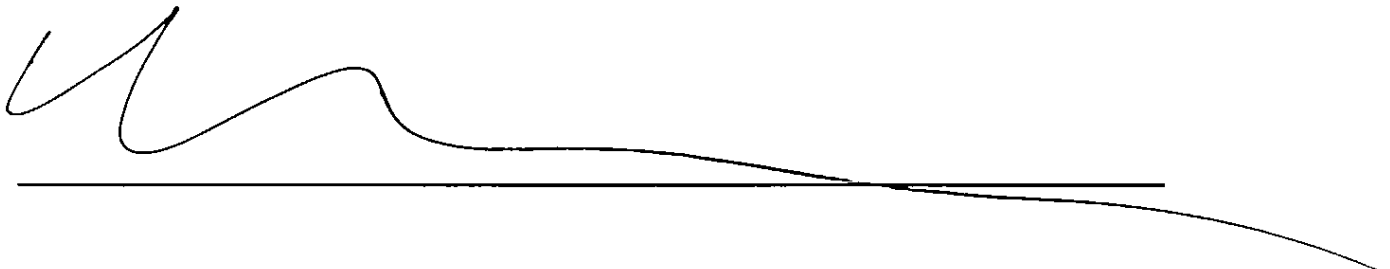
TYPE OF FILING: CONVERSION

COST: 150.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE





FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 12, 2023

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: TYLER GAUTIER LANDSCAPING INC
Ref. Number: W23000124493

We have received your document for TYLER GAUTIER LANDSCAPING INC. However, the document has not been filed and is being returned for the following:

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

If you have any further questions concerning your document, please call (850) 245-6052.

KAIN COSTELLO
Regulatory Specialist II
New Filing Section

Letter Number: 523A00020957

Please keep original file date
Thank you!

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2023 SEP 14 PM 1:53
FLORIDA FILING & SEARCH SERVICES, INC.
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TYLER GAUTIER LANDSCAPING

(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:

Sseverine Gianese-Pittman

(Contact Person)

GIANESE-PITTMAN PA

(Firm/Company)

4300 Biscayne boulevard suite 305

(Address)

Miami FL 33137

(City, State and Zip Code)

severine@sgpittman.com

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

For further information concerning this matter, please call:

Severine Gianese-Pittman

at (786)

5476919

(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

**PLAN OF CONVERSION
TO
LIMITED LIABILITY COMPANY**

THIS PLAN OF CONVERSION (this "Plan") is hereby adopted this 9th day of September 2023, by **REEF POOL BUILDERS LLC**, the sole Shareholder of **TYLER GAUTIER LANDSCAPING INC**, a Florida corporation (the "Company").

RECITALS

WHEREAS, the Company is a Florida corporation, formed on October 22, 2019; and
WHEREAS the Sole Shareholder desires to convert the Company to **TYLER GAUTIER LANDSCAPING LLC**, a Florida Limited Liability Company.

NOW THEREFORE, the Sole Shareholder hereby adopts the following:

1. The Sole Shareholder hereby approves the conversion of the Company to **TYLER GAUTIER LANDSCAPING LLC** (the "Conversion").

3. The Sole Shareholder's percentage interest in **TYLER GAUTIER LANDSCAPING LLC** shall be equal to the Sole Shareholder's percentage interest in the Company.

4. The Florida Certificate of Conversion converting the Company to **TYLER GAUTIER LANDSCAPING LLC** shall be provided as Exhibit A.

5. The Florida Certificate of Organization for **TYLER GAUTIER LANDSCAPING LLC** shall be provided as Exhibit B.

6. The Conversion shall be effective upon filing of the Certificate of Conversion with the Secretary of State of the State of Florida.

IN WITNESS, WHEREOF, this Plan is executed by the Sole Shareholder as of the date first written above.

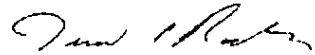
Signatures to follow on next page

REEF POOL BUILDERS LLC., as sole shareholder

By: Marc Augier

Title: Manager

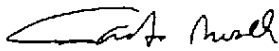
Date: September, 9th, 2023



By: Juan Carlos Rodriguez

Title: Manager

Date: September, 9th, 2023



By: Fausto Morell Orlandis

Title: Manager

Date: September, 9th, 2023

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Exhibit A
FL Certificate of Conversion

2011-11-10
11:11:10

Exhibit B
TYLER GAUTIER LANDSCAPING LLC Certificate of Organization

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:
TYLER GAUTIER LANDSCAPING INC

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

on 10-22-2019
(date of organization, formation or incorporation)

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

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 09-12-2023

(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.

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CLERK OF THE COURT
CLERK OF THE COURT

Signed this 9th day of September 2023.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____
Printed Name: MARC AUGIER Title: PRESIDENT

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

Signature: _____
Printed Name: MARC AUGIER Title: DIRECTOR

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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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TYLER GAUTIER LANDSCAPING 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:

89100 OVERSEAS Hwy

ISLAMORADA, FL 33070

Mailing Address:

100 N. KROME AV

FLORIDA CITY, FL 33034

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:

REEF LANDSCAPING LLC

Name

100 N. KROME AV

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


FLORIDA CITY

FL 33034

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)

**BOARD RESOLUTION OF TYLER GAUTIER LANDSCAPING INC.
TO APPROVE THE PLAN OF CONVERSION**

WHEREAS, The Company was formed under the name **TYLER GAUTIER LANDSCAPING INC** on October 22, 2019, by the filing of a certificate of incorporation with the Secretary of State of the State of Florida.

WHEREAS, as of the date hereof (the "**Execution Date**"), this resolution memorializes in writing that which was previously verbally agreed to by the undersigned, being the sole Shareholder of **TYLER GAUTIER LANDSCAPING INC**.

WHEREAS, pursuant to Florida Statutes, the undersigned Shareholder does hereby agree that when this consent shall be signed, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a special meeting, duly called and held for the purpose of acting upon proposals to adopt such resolution;

WHEREAS, the Shareholder shall approve the propose plan of conversion

WHEREAS, one of several Managers shall be designated to sign and execute, in the name of the Company, all authorized documents required to run the daily business operations of the Company.

NOW THEREFORE, IT IS HEREBY:

RESOLVED that the Shareholder has approved the conversion of the Company into an LLC (the "Conversion") and the terms of the Plan of Conversion.

RESOLVED, that Mr. Marc Augier shall be the Manager and shall have full authority to sign and execute, in the name of the Company, all authorized documents but not limited to handling authorized purchases opening bank accounts, contracts or other instruments required to run the daily business operations of the Company.

RESOLVED, Mr. Juan Carlos Rodriguez shall be Co-Manager to run the daily business operations of the Company.

RESOLVED, the company agreed to hold Mr. Marc Augier and Mr. Juan Carlos Rodriguez harmless and to fully indemnify Mr. Marc Augier and Juan Carlos Rodriguez from any liabilities arising (including but not limited to attorneys' fees, whether suit be brought or, and at trial and all appellate levels, court costs and other litigation expenses) with respect to exercising and performing their role as Manager of the Company.

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RESOLVED, that pursuant to Florida Statutes, the undersigned, being the sole Shareholder of the company does hereby authorize and approve the actions set forth herein without the formality of convening a meeting, and do hereby consent to the actions contained herein, which actions are hereby deemed effective as of the present date:

FURTHER RESOLVED, that the Managers may sign and execute, in the name of the Company, all authorized documents required to run the business operations, except in cases where the signing and execution thereof shall have been expressly delegated to the President of the Company.

IN WITNESS WHEREOF, the undersigned, by affixing his/her signature hereto, does hereby consent to, authorize and approve the foregoing actions in his/her capacity as Shareholder, effective as of the present date.

REEF POOL BUILDERS LLC.

By: Marc Augier

Title: Manager

Date: September, 9th, 2023

By: Juan Carlos Rodriguez

Title: Manager

Date: September, 9th, 2023

By: Fausto Morell Orlandis

Title: Manager

Date: September, 9th, 2023

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