

L24000 110772

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

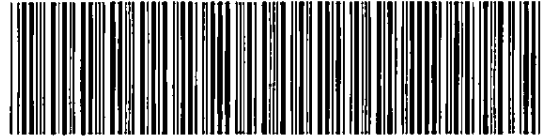
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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01/09/24--01004--007 **185.00

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2023 JAN -9 PM 2:45

SECRETARY OF STATE
TALLAHASSEE, FL

T. MATTHEWS

MAR - 8 2024



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 7, 2024

PHILIP A. GENOVESES, JR.
85189 AMAGANSETT DRIVE
FERNANDINA BEACH, FL 32034 US

SUBJECT: SMOKE & GUNN PUBLISHING, LLC
Ref. Number: W24000021295

We have received your document for SMOKE & GUNN PUBLISHING, LLC and check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Certificate of Conversion must state the date on which, and the jurisdiction in which, the other business entity was first organized and, if changed, its jurisdiction immediately prior to the conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tekayla T Matthews
Regulatory Specialist II

Letter Number: 024A00002748

2024 FEB 27 4:10:38 PM

Philip A. Genovese, Jr.
Managing Member
Smoke & Gunn Publishing, LLC
85189 Amagansett Drive
Fernandina Beach, FL 32034
732 925 2474
email: philgenovese@comcast.net

February 22, 2024

Florida Department of State Division of Corporations

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Attached Letter Number 024A00002748 / SMOKE & GUNN PUBLISHING, LLC

Good day:

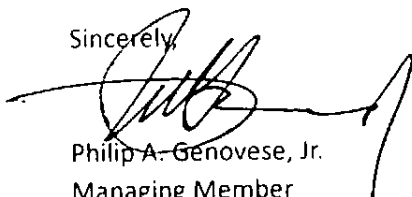
Pursuant to the subject attached letter and my telephone call with your office, I have attached the following for your further consideration.

1. Your letter referenced above dated February 7, 2024 with the copy of my original Article of Conversion dated January 3, 2024, which you had included.
2. A Certification of Good Standing from the State of New Jersey regarding the LLC I want to relocate to Florida.
3. Just in case needed, I have completed a revised Article of Conversion dated February 22, 2024 with the following changes from the original.
 - a. Date of organization in NJ changed from July 2007 to July 30, 2007.
 - b. Effective date left blank on the original now changed to 03/01/2024. This is a requested date and subject to your approval/final dating.
 - c. Signature date changed from 01/03/2024 to 02/22/2024.

I hope this allows you to see your way clear to file my LLC Conversion from NJ to FL and to register my LLC in FL accordingly. If not, please contact me at your earliest.

Thank you for your consideration and assistance.

Sincerely,



Philip A. Genovese, Jr.
Managing Member
Smoke & Gunn Publishing, LLC

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SMOKE & GUNN PUBLISHING, 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:

Philip A. Genovese, Jr.

(Contact Person)

SMOKE & GUNN PUBLISHING, LLC

(Firm/Company)

85189 Amagansett Drive

(Address)

Fernandina Beach, FL 32034

(City, State and Zip Code)

philgenovese@comcast.net

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

For further information concerning this matter, please call:

Philip A. Genovese, Jr. at (732) 925 2474

(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

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
2023 JAN -9 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL

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:
SMOKE & GUNN PUBLISHING, LLC

(Enter Name of Other Business Entity)

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

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

on July 30, 2007
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
SMOKE & GUNN PUBLISHING, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 03/01/2024

(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.)

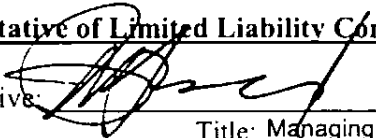
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 22nd day of February 20 24.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Philip A. Genovese, Jr. Title: Managing Member

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

Signature: _____

Printed Name: Philip A. Genovese, Jr. Title: Managing Member

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

FILED
2023 JAN -9 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE I - Name:

The name of the Limited Liability Company is:

SMOKE & GUNN PUBLISHING, 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:

85189 Amagansett Drive
Fernandina Beach, FL 32034

Mailing Address:

85189 Amagansett Drive
Fernandina Beach, FL 32034

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:

Philip A. Genovese, Jr.

Name

85189 Amagansett Drive

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

Fernandina Beach

FL 32034

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)

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:

Philip A. Genovese, Jr.

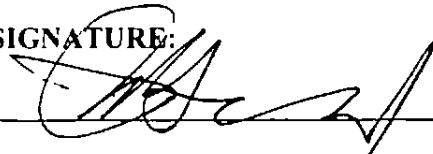
85189 Amagansett Drive

Fernandina Beach, FL 32034

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



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.

Philip A. Genovese, Jr.

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)