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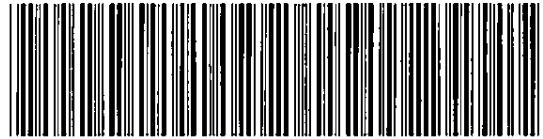
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TALLAHASSEE, FL

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FILED



**CLARK PARTINGTON**  
ATTORNEYS AT LAW

Samantha McClellan  
Direct (850) 208-7022  
smcclellan@clarkpartington.com

March 19, 2024

**Via Federal Express**

Florida Department of State  
New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

RE S M S Unlimited, LLC – Conversion of California Limited Liability Company to  
Florida Limited Liability Company  
CP Matter No. 240126

Dear Sir or Madam,

In connection with the above-referenced matter, enclosed are the following:

1. Two copies of the Articles of Conversion;
2. Two copies of the Articles of Organization; and
3. Check No. 18279 in the amount of \$180.00 for the following fees:

Filing Fee for Articles of Conversion	\$	25.00
Filing Fee for Articles of Organization	\$	125.00
Certified Copy Fee	\$	<u>30.00</u>
	\$	180.00

Please file these documents as soon as possible and return confirmation of filing and the certified copy in the attached self-addressed, FedEx return envelope.

Please give me a call at (850) 208-7022 should you have any questions. I appreciate your assistance with this matter.

Sincerely,



Samantha McClellan

/smm  
Enclosures

**ARTICLES OF CONVERSION  
OF  
S M S UNLIMITED, LLC**

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These Articles of Conversion and the attached Articles of Organization are submitted to convert S M S UNLIMITED, LLC, a California limited liability company (the "Converting Entity"), into a Florida limited liability company in accordance with Section 605.1045, *Florida Statutes*.

1. The name of the Converting Entity immediately prior to the filing of these Articles of Conversion is S M S UNLIMITED, LLC.

2. The Converting Entity is a limited liability company first organized under the laws of the State of California on August 17, 2007.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is SMS UNLIMITED, LLC (the "Converted Entity").

4. The Plan of Conversion has been approved in accordance with all applicable statutes, including all applicable California state law, specifically Ca. Corp. Code §§ 17710.02 - 17710.05, and Florida state law, specifically Sections 605.1041 - 605.1046 of the Florida Revised Limited Liability Company Act. No members are entitled to appraisal rights as all of the members of the Converting Entity approved the Plan of Conversion and remain all of the members of the Converted Entity.

5. The effective date of these Articles of Conversion and the attached Articles of Organization shall be the date of filing with the Florida Department of State.

6. The conversion is permitted by, and complies with all requirements set forth in, California state law, including Ca. Corp. Code §§ 17710.02 - 17710.05, and Florida state law, including Sections 605.1041 - 605.1046 of the Florida Revised Limited Liability Company Act.

*[Signature Page Follows]*

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TALLAHASSEE, FL

IN WITNESS WHEREOF, the undersigned authorized representative of the Converting Entity and the Converted Entity has executed these Articles of Conversion on the date set forth below.

**S M S UNLIMITED, LLC** a California limited liability company (Converting Entity)

By: Stephen M. Southwick  
Stephen M. Southwick, its Sole Member

Date: 29 February, 2024

**SMS UNLIMITED, LLC** a Florida limited liability company (Converted Entity)

By: Stephen M. Southwick  
Stephen M. Southwick, its Sole Member

Date: 29 February, 2024

[Signature Page to Articles of Conversion of SMS UNLIMITED, LLC]

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TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION  
OF  
SMS UNLIMITED, LLC**

The undersigned, Stephen M. Southwick, a natural person competent to contract and an authorized representative of SMS Unlimited, LLC, hereby presents these Articles of Organization as the Articles of Organization of SMS Unlimited, LLC, a limited liability company formed under the provisions of Chapter 605, *Florida Statutes*.

**ARTICLE I - NAME**

The name of the limited liability company is SMS Unlimited, LLC. This limited liability company is referred to in these Articles of Organization as the "Company."

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The initial mailing address and initial principal address of the Company is 1812 East Lakeview Ave, Pensacola, Florida 32503. The Company's mailing address and principal office may hereafter be at such other place or places as its members from time to time may determine.

**ARTICLE III - PURPOSE AND POWERS**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and shall have all powers and rights which a limited liability company may exercise pursuant to Chapter 605, *Florida Statutes*.

**ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE**

The date for commencement of the Company's existence shall be February 28, 2024. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The initial registered agent of the Company is Corporation Service Company, and the initial address for that registered agent is 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE VI - MANAGEMENT**

The Company shall be managed by one or more managers in accordance with the terms of the Operating Agreement for the Company. The name and address of the initial manager of the Company is as follows: Stephen M. Southwick, 1812 East Lakeview Ave, Pensacola, Florida 32503.

**FILED**  
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TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Articles of Organization on the date set forth below.

Stephen M. Southwick  
Stephen M. Southwick, Authorized Representative

Date: 28 February 2024

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of SMS Unlimited, LLC. I am familiar with and accept the duties and obligations of such designation.

**CORPORATION SERVICE COMPANY**

By: Allison Ivey

Print Name: Allison Ivey

Its: Assistant Secretary

Date: March 7, 2024

A5239542.DOCX

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2024 MAR 21 PM 6:01  
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