

L24000197189

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H24000158908 3)))



H240001589083ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : AMELIA LAW GROUP, PLLC
Account Number : I20140000037
Phone : (904)310-9501
Fax Number : (904)310-9538

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: MMcCarroll@amelialawgroup.com

**MERGER OR SHARE EXCHANGE
SCW CONSULTING, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$67.50

#213.75

2024 MAY - 1 PM 3:16
FILED

2024 MAY - 1 PM 3:55
FILED

(((H24000158908 3)))

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SCW CONSULTING, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

MALLORY E. CLEAVELAND, ESQUIRE

Contact Person

AMELIA LAW GROUP, PLLC

Firm/Company

960194 GATEWAY BLVD, SUITE 101

Address

FERNANDINA BEACH, FL 32034

City, State and Zip Code

MMCCARROLL@AMELIALAWGROUP.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CHARLOTTE PADFIELD at (904) 310-3529

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

(((H24000158908 3)))

(((H24000158908 3)))

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SCW CONSULTING, LLC	TENNESSEE	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SCW CONSULTING, LLC	FLORIDA	LLC - L24000197189

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED
2024 MAY - 1 PM 3:55
SECRETARY OF STATE

(((H24000158908 3)))

(((H24000158908 3)))

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☒ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

MAY 15, 2024

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.

SEVENTH: Signature(s) for Each Party:

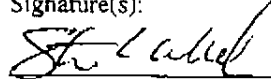
Name of Entity/Organization:

Signature(s):

Typed or Printed

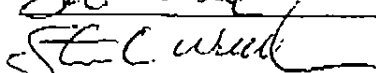
Name of Individual:

SCW CONSULTING, LLC



Steven C. Wilhelm, Managing Member

SCW CONSULTING, LLC



Steven C. Wilhelm, Manager

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

(((H24000158908 3)))

(((H24000158908 3)))

**ARTICLES OF ORGANIZATION
OF
SCW CONSULTING, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Revised Florida Limited Liability Company Act, Chapter 605, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is **SCW CONSULTING, LLC**.

ARTICLE II - ADDRESS

The address of the principal office is 117 Continuum Loop, Wildlight, Florida 32097, and the mailing address of this Company is 117 Continuum Loop, Wildlight, Florida 32097.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 117 Continuum Loop, Wildlight, Florida 32097, and the name of its initial registered agent at such address is Steven C. Wilhelm.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial person authorized to manage and control the Company is as follows:

**Steven C. Wilhelm
117 Continuum Loop
Wildlight, Florida 32097**

**Kimberly G. Wilhelm
117 Continuum Loop
Wildlight, Florida 32097**

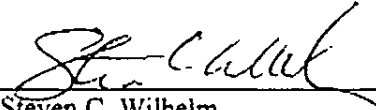
ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

2024 MAY - 1 PM 3:55
FILED
(((H24000158908 3)))

(((H24000158908 3)))

IN WITNESS WHEREOF, the undersigned, being an authorized representative of a Member of the Company, has executed these Articles of Organization this 1st day of May, 2024, to be effective May 15, 2024. In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Steven C. Wilhelm
Authorized Representative

(((H24000158908 3)))

(((H24000158908 3)))

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 605, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- I. The name of the limited liability company is:

SCW CONSULTING, LLC

2. The name and address of the registered agent and office are:

**Steven C. Wilhelm
117 Continuum Loop
Wildlight, Florida 32097**

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.

Dated: May 1, 2024

Signature of Registered Agent

Effective: May 15, 2024


Steven C. Wilhelm

(((H24000158908 3)))