

L25000 268518

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

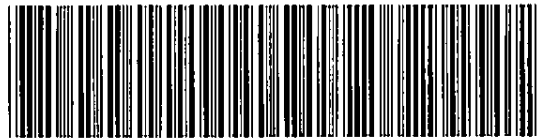
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TALLAHASSEE, FLORIDA

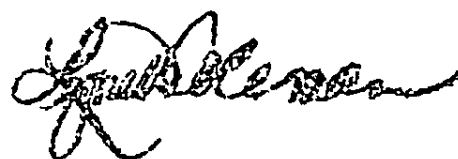
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE :
AUTHORIZATION :
COST LIMIT : \$ 150



ORDER DATE : 06/17

ORDER TIME :

ORDER NO. :

CUSTOMER NO:

FOREIGN FILINGS

NAME: GIBBS PROPERTY, LLC

____ CORPORATE
____ LIMITED PARTNERSHIP
____ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

EXAMINER: _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Gibbs Property, 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:

Lori Grant-Koehler

(Contact Person)

Greenberg Traurig, LLP

(Firm/Company)

2375 East Camelback Road, Suite 800

(Address)

Phoenix, Arizona 85016

(City, State and Zip Code)

akilmer@growgarcia.com

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

For further information concerning this matter, please call:

Lori Grant-Koehler

(Name of Contact Person)

at (602) 445-8342

(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

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:
Gibbs Property, LLC

(Enter Name of Other Business Entity)

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

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

on 4/11/2025
(date of organization, formation or incorporation)

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

Gibbs Property, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____
(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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ALL INFORMATION
STATE
1000000

Signed this _____ day of April _____ 2025 .

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: AKDme
Printed Name: Andrea M. Kilmer Title: Chief Executive Officer

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

Signature: AKDme
Printed Name: Andrea M. Kilmer Title: Authorized Person

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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ATTORNEY GENERAL'S OFFICE
STATE OF FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Gibbs Property, 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:

c/o ESG Enterprises Inc.

3333 Virginia Beach Blvd, Suite 24

Virginia Beach, Virginia 23452

Mailing Address:

c/o ESG Enterprises Inc.

3333 Virginia Beach Blvd, Suite 24

Virginia Beach, Virginia 23452

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:

Corporation Service Company

Name

1201 Hays Street

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

Tallahassee

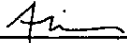
FL

23452

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)

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CLERK OF DISTRICT COURT
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

CEO

Name and Address:

Andrea M. Kilmer

3333 Virginia Beach Blvd, Suite 24

Virginia Beach, Virginia 23452

Executive VP & Secy

Brittany M. Jeffries

c/o ESG Enterprises, Inc.

3333 Virginia Beach Blvd, Suite 24, Virginia Beach, Virginia 23452

CFO, Treas, & Asst. Secy

Kelly M. Benigno

3333 Virginia Beach Blvd, Suite 24

Virginia Beach, Virginia 23452

VP & Special Projects

Valerie Wilkinson

3333 Virginia Beach Blvd, Suite 24

Virginia Beach, Virginia 23452

(Use attachment if necessary)

Please see attachment.

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.

Andrea M. Kilmer

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)

CSC 221557

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AT THE DEPARTMENT OF STATE
HALLWAY - 1000 N.

ATTACHMENT TO ARTICLES OF ORGANIZATION FOR GIBBS PROPERTY, LLC

ARTICLE IV – The name and address of each person authorized to manage and control the Limited Liability Company:

PRES	Joshua D. Kellam 3333-24 Virginia Beach Blvd. Virginia Beach, VA 23452
MGR	ESG Limited Partnership C/O ESG Enterprises, Inc. 3333-24 Virginia Beach Blvd. Virginia Beach, VA 23452
COO	Adam M. Carroll C/O ESG Enterprises, Inc. 3333-24 Virginia Beach Blvd. Virginia Beach, VA 23452
MBR	The Edward S. Garcia Nonexempt QTIP Marital Trust 3333-24 Virginia Beach Blvd. Virginia Beach, VA 23452

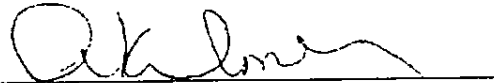
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ADAM CARROLL
STATE
TOLSON

AFFIDAVIT AUTHORIZING IMMEDIATE ASSUMPTION OF LLC NAME

1. I, Andrea M. Kilmer, am the Chief Executive Officer of GIBBS PROPERTY, LLC, a Florida limited liability company, that was formed on April 17, 2025, and assigned Florida Document Number L25000169840 (the "LLC").

2. That on April 30, 2025, I executed Articles of Dissolution authorizing the dissolution of the LLC based on the fact that the LLC was file in error.

3. I hereby certify that the LLC does not intend to revoke the LLC's dissolution pursuant to F.S. 605.0708 and I hereby consent to the immediate use of the name GIBBS PROPERTY, LLC, and the undersigned intends to file a conversion of GIBBS PROPERTY, LLC, a Delaware limited liability company, to GIBBS PROPERTY, LLC, a Florida limited liability company.

A handwritten signature in black ink, appearing to read 'A Kilmer', is written over a horizontal line.

Andrea M. Kilmer, CEO