

MO2000002985

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

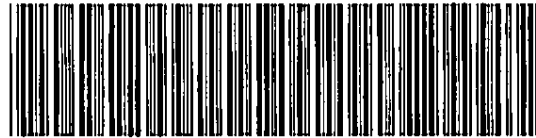
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Q. SILAS
APR 28 2022

Office Use Only



500384402495

04/01/22--01023--005 **25.00

FILED
2022 APR -1 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Registration Section
Division of Corporations

Blue Cloud, LLC

SUBJECT: _____
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Millard Barnett Lawley

Name of Person

Blue Cloud BH, LLC f/k/a Blue Cloud, LLC

Firm/Company

6410 Riviere Drive

Address

Pell City, AL 35128

City/State and Zip Code

mblndl@aol.com

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

For further information concerning this matter, please call:

H. Cannon Lawley 205 8378580

at (_____) _____

Name of Person

Area Code & Daytime Telephone Number

Mailing Address:

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

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

☒ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

FILED

SECTION I (1-4 must be completed)

2022 APR -1 PM 2:35

1. Name of limited liability Company as it appears on the records of the Florida Department of **SECRETARY OF STATE**
Blue Cloud, LLC **TALLAHASSEE, FL**
State: _____

Enter new principal office address, if applicable: _____

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address
MAY BE A POST OFFICE BOX)

6410 Riviere Drive

Pell City, AL 35128

2. The Florida document number of this limited liability company is: M02000002985

3. Jurisdiction of its organization: Alabama (formerly Georgia)

4. Date authorized to do business in Florida: 11/13/2002

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: Blue Cloud BH, LLC
(must contain "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, **Florida**

_____, *City*

_____, *Zip Code*

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

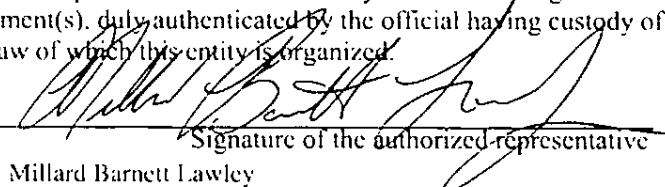
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

Alabama

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(c), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the
aforementioned amendment(s), duly authenticated by the official having custody of records in the
jurisdiction under the law of which this entity is organized.


Signature of the authorized representative
Millard Barnett Lawley

Typed or printed name of signee

Filing Fee: \$25.00

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

NAME CHANGE

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Blue Cloud, LLC
a Domestic Limited Liability Company

has filed articles/certificate of amendment in the Office of the Secretary of State on 12/08/2021 changing its name to

Blue Cloud BH, LLC
a Domestic Limited Liability Company

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 12/10/2021.



Brad Raffensperger

Brad Raffensperger
Secretary of State

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Blue Cloud BH, LLC

This name reservation is for the exclusive use of Cannon Lawley, P.O. Box 43408,
Birmingham, AL 35243 for a period of one year beginning January 26, 2022 and
expiring January 26, 2023



RES999171

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

January 26, 2022

Date

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

John H. Merrill

Secretary of State

STATE OF ALABAMA

STATEMENT OF CONVERSION FOREIGN OR NON-REGISTERED ALABAMA ENTITY TO
REGISTERED DOMESTIC ENTITY (FORMATION OF DOMESTIC ENTITY BY CONVERSION)

PURPOSE: In order to change the registration of a foreign entity (any entity formed outside of Alabama) or to register a previously unregistered Alabama entity (example: General Partnership, or other non-filing entities) to reflect a conversion to a domestic filing entity of any type, the entity must deliver the documentation in this form to the Alabama Secretary of State for filing pursuant to Title 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail or email the completed Conversion package, (email to: miscellaneous filings@sos.alabama.gov - you must use a credit or debit card if filing via email) the filing fee of \$100.00 for processing payable by credit/debit card, check, or money order to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616**. If the credit card does not authorize or if the check is dishonored, the filing will be removed from the index and of no legal effect. In the case of a dishonored check, a \$30 fee will be charged. If you desire a stamped copy returned to you, supply a copy and a pre-addressed postage paid return envelope or an email address on the Payment Option/Return/Hold Sheet attached. All instructions are complete in the form: cover letters/sheets are not required and will not be reviewed.

This form must be typed.

Information on the converting entity (entity will become the converted entity named in item 2):

1. The name of the converting entity as registered in Alabama if this is a qualified foreign entity or the legal name of the entity in jurisdiction of formation - if never registered the name from the formation documents or business license:


Blue Cloud BH, LLC

2. Legal Name of Foreign entity authorized in Alabama under a fictitious name, if applicable:

3. If converting entity is a qualified foreign entity, Alabama Entity ID Number : _____ - _____ (Format 000-000)

INSTRUCTIONS TO OBTAIN ID NUMBER TO COMPLETE FORM: If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov. Click on Business Services (below picture): Click on Business Entity and Name Search, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity - this verification step is strongly recommended.

This form was prepared by: (type name and full address)

	RECEIVED DATE JAN 27 2022 SECRETARY OF STATE OF ALABAMA
---	--

(For SOS Use Only)

Alabama
Sec. Of State

New Entity
964-076 DLL
Date 1/27/2022
Time 15:29
220127 8 Pg
Jefferson County

File \$100.00

Total \$100.00
04/046

FORMATION OF DOMESTIC ENTITY BY CONVERSION

OR Converting Entity is an Alabama non-filing entity type ☐ and

Type of entity: _____

OR Converting Entity is foreign entity not qualified to do business in Alabama: ☒ and

Type of entity: Limited Liability Company

4. Jurisdiction of formation (state/country if outside of United States): Georgia

5. The title and address of the public office where the certification of formation for the converting entity is filed, if any:
Georgia Secretary of State, 214 State Capitol, Atlanta, GA 30334

Information on the **converted entity** – this entity will continue to exist and be indexed under the Alabama Entity ID Number provided in Item 1 on page 1 if the converting entity was a qualified foreign entity in Alabama (non-qualified foreign entities and Alabama non-filing domestic entities will be issued a Alabama Entity ID Number):

6. The **name of the new converted domestic entity** resulting from this conversion (A domestic name reservation certificate issued by the Alabama Secretary of State must be attached unless the name is not changing from a qualified converting foreign entity already registered in the State of Alabama under that name with the exception of the entity type designation):

Blue Cloud BH, LLC

The converted name must agree with the converted entity type in accordance with and for purposes of Title 10A, Chapter 1, Article 5. The converted name for a Limited Partnership or Limited Liability Partnership must conform to 10A-1-5.05.

7. Street (No PO Boxes) Address of Converted Entity: 6410 Riviere Drive, Pell City, AL 35128

Mailing Address (if different): _____

8. Name of registered agent for service of process (**MUST** be physically located in Alabama):

Individual: H. Cannon Lawley

OR Entity ID# _____

Organization/Entity: Name: _____

9. Street (No PO Boxes) Address of registered office: 3070 Green Valley Road, Birmingham, AL 35243

COUNTY of above address: Jefferson

Mailing Address in Alabama (if different): _____

FORMATION OF DOMESTIC ENTITY BY CONVERSION

10. The Type of Entity formed by conversion (must check one) and the following attachments must be included with the filing based on type of converted entity:

- ☐ **Business Corporation:** attachment stating the amount of stock the corporation is authorized to issue; and purpose or purposes for which the corporation is formed (10A-2A-2.02)
- ☐ **Nonprofit Corporation:** attachment stating if the nonprofit corporation is to have members or a statement that there are to be no members; number of initial directors constituting the initial board of directors and; names and addresses of the initial directors (10A-3-3.02)
- ☐ **Professional Corporation (PC):** attachment stating the number of shares the corporation is authorized to issue; names and addresses of individuals who will serve as the initial directors and; purpose or purposes for which the corporation is formed (10A-4-1.02) and; a statement that the converted entity is formed under 10A-4-2.02.
- ☒ **Limited Liability Company (LLC):** attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)
- ☐ **Series Limited Liability Company (SLLC):** attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)
- ☐ **Professional Limited Liability Company (PLLC):** attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)
- ☐ **Limited Partnership (LP):** the name and the street and mailing address of each general partner must be attached (10A-9A-2.01); and each general partner must sign this formation by conversion document (10A-1-3.04)
- ☐ **Limited Liability Partnership (LLP):** a brief statement of the business in which the partnership engages (10A-8A-10.01)
- ☐ **Limited Liability Limited Partnership (LLLP):** by definition the LLLP follows the filing format of the Limited Partnership above (10A-9A-1.02(9) and (11))
- ☐ **Employee Cooperative Corporation:** if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.
- ☐ **Real Estate Investment Trust:** if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.
- ☐ **General Partnership:** if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.
- ☐ **Not for Profit General Partnership:** if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.

*Must include the terms and conditions of the conversion, including the manner and basis for converting interest in the converting entity into any combination of money, interests in the converted entity, and other consideration allowed in subsection (c). Required by 10A-1-8.01(b)(1)(c)

***CERTIFICATE OF FORMATION/INCORPORATION MUST BE COMPLETED AND ATTACHED**

FORMATION OF DOMESTIC ENTITY BY CONVERSION

The undersigned reviewed and agree with the following numbered statements 11 through 17:

11. The surviving domestic entity is formed by conversion.
12. The duration of the entity shall be perpetual unless otherwise stated by attachment. The entity will continue to exist until it is dissolved, terminated, cancelled, or revoked in accordance with Title 10A.
13. If the converting entity is a foreign entity formed outside of Alabama, the undersigned certify that the conversion is permitted by the law of the state or country under whose law the converting foreign entity was formed and the converting foreign entity has complied with that law in effecting this conversion (10A-1-8.04).
14. The undersigned certify that if the converted entity is one in which one or more owners lack limited liability protection, each owner who is to become an owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01.
15. The undersigned certify that this conversion was approved pursuant to 10A-1-8.01.
16. Notification for ANNUAL REPORT requirements:

Business Corporations and Professional Corporations: The annual report is filed as an addendum to the Business Privilege Tax Return with the Alabama Department of Revenue. The fee is \$10.00 (10A-2A-16.11). Contact the Alabama Department of Revenue for filing instructions, dates, and forms.

Nonprofit Corporations, Limited Liability Companies, Limited Partnerships (LP), and Limited Liability Limited Partnerships (LLLP): No annual report is required.

17. Other terms and conditions not inconsistent with Alabama Code Title 10A and additional authorized signatures may be added by attachment.

☐ This filing will have a delayed effective date of ____/____/____ and time ____:____ ☐ am ☐ pm. The delayed effective date may not be prior to the date received and accepted for filing by the Alabama Secretary of State. The date may be any date after the date the filing is received and filed not to exceed ninety (90) days after the signing of this document. The time of filing to be ____:____ ☐ AM or ☐ PM. (Cannot be noon or midnight-12:00)

Signature Page

1/25/2022
Date (MM/DD/YYYY)

Typed Name and Title of Signature Below

Signature of Person Authorized to Sign per 10A-1-4.01, Alabama Code

Typed Name and Title of Signature Below

Signature of Person Authorized to Sign per 10A-1-4.01, Alabama Code

Typed Name and Title of Signature Below

Signature of Person Authorized to Sign per 10A-1-4.01, Alabama Code

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY (LLC)
CERTIFICATE OF FORMATION

PURPOSE: In order to form a Limited Liability Company (LLC) under Section 10A-5A-2.01 of the Code of Alabama 1975 this Certificate of Formation and the appropriate filing fees must be filed with the Office of the Secretary of State. The information required in this form is required by Title 10A.

INSTRUCTIONS: Mail one (1) signed original and one (1) copy of this completed form along with a self-addressed, stamped envelope with the filing fee of \$200.00 (credit card, check, or money order) to the Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103-5616. The Secretary of State shall pay the sum of \$100.00 to the county treasurer for the county in which the office of the initial registered agent for that entity is located. If the credit card does not authorize or if the check is dishonored, the filing will be removed from the index and of no legal effect. In the case of a dishonored check, a \$30 fee will be charged.

This form must be typed.

1. The name of the limited liability company (must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC." and comply with Code of Alabama, Title 10A-1-5.06. (You may use Professional or Series before Limited Liability Company or LLC (or PLLC or SLLC) if they apply):

Blue Cloud BH, LLC

2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.

3. The name of the Registered Agent (only one agent): H. Cannon Lawley

Street (No PO Boxes) address of Registered Office (must be located in Alabama):

3070 Green Valley Road, Birmingham, AL 35243

*COUNTY of above address: Jefferson


Mailing address in Alabama of Registered Office (if different from street address):

6410 Riviere Drive, Pell City, AL 35128

4. The undersigned certify that there is at least one member of the limited liability company.

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

 <p>RECEIVED DATE JAN 27 2022 SECRETARY OF STATE OF ALABAMA</p>
--

Alabama
Sec. Of State
New Entity
964-076 DLL
Date 1/27/2022
Time 15:29
220127 8 Pg
Jefferson County
File \$100.00
Total \$100.00
04/046

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

5. Check only if the type applies to the Limited Liability Company being formed:

- ☐ Series LLC complying with Title 10A, Chapter 5A, Article 11
- ☐ Professional LLC complying with Title 10A, Chapter 5A, Article 8
- ☐ Non-Profit LLC complying with 10A-5A-1.04(c)

6. The filing of the limited liability company is effective immediately on the date received by the office of the Secretary of State, Business Services Division or at the delayed filing date (cannot be prior to the filing date) specified in this filing. 10A-1-4.12

The undersigned specify 01 / 26 / 2022 as the effective date (must be on or after the date filed in the office of the Secretary of State, but no later than the 90th day after the date this instrument was signed) and the time of filing to be 1 : 00 ☐ AM or ☒ PM. (cannot be noon or midnight – 12:00)

☐ Attached are any other matters the members determine to include herein (if this item is checked there must be attachments with the filing).

01/25/2022
Date (MM/DD/YYYY)


Signature as required by 10A-5A-2.04

H. Cannon Lawley
Typed Name of Above Signature

Member
Typed Title (Organizer or Attorney-in-fact)

Additional Organizers/Attorney-in-facts may sign (add additional sheets if necessary).

*County of Registered Agent is requested in order to determine distribution of County filing fees

ARTICLES OF AMENDMENT

Electronically Filed
Secretary of State
Filing Date: 12/8/2021 3:53:58 PM

Article 1

Business Name : Blue Cloud, LLC

Control Number : 21237107

Article 2

The date the original articles of organization were filed was: 09/01/2021

Article 3

The entity hereby adopts an amendment to change its name to the following new business name:

New Business Name : Blue Cloud BH, LLC

Effective Date : 12/08/2021

Authorizer Information

Authorizer Signature : Brian Edwards

Authorizer Title : Organizer