

M17 00000 14 77

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

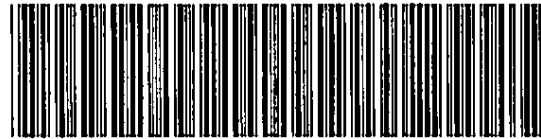
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

~~1123-11880~~

Office Use Only



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11/18/22--01001--016 \*\*80.00

FILED

2023 FEB 22 PM 4:32

SECRETARY OF STATE  
TALLAHASSEE, FL

3/1/23  
V.W.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 3, 2023

ELISA ROMANIELLO  
455 S MAIN ST  
STE 300, P.O. BOX 2255  
DAVIDSON, NC 28036 US

SUBJECT: WILLOUGHBY 2000 PLLC, LLC  
Ref. Number: M17000001477

We have received your document and check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The form you submitted is for a FLORIDA LLC, but your entity is a FOREIGN LLC. Please complete and return the enclosed blank form(s).

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6050.

Vonterica S Williams  
REGULATORY SPECIALIST II

Letter Number: 423A00002687

RECEIVED

FEB 22 2023

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Willoughby Robinson Associates LLC  
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:

Elisa Romaniello

Name of Person

Willoughby Robinson Associates LLC

Firm/Company

455 S. Main Street, Suite 300 P.O. Box 2255

Address

Davidson, NC 28036

City/State and Zip Code

vernon@willoughbyra.com or elisa@willoughbyra.com

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

For further information concerning this matter, please call:

Elisa Romaniello at (704) 892-0900  
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

*previously paid*

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

**SECTION I (1-4 must be completed)**

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Willoughby 2000 PLLC, LLC

Enter new principal office address, if applicable: (did not change)

(Principal office address

MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(did not change)

(Mailing address

MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M17000001477

3. Jurisdiction of its organization: North Carolina

4. Date authorized to do business in Florida: February 20, 2017

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

5. New name of the limited liability company: Willoughby Robinson Associates 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: (did not change)

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

FILED

2023 FEB 22 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FL

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

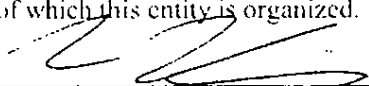
(did not change)

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

Mr. Robinson became majority owner of firm making him Member Manager in Nov 2022.

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	Vernon Robinson	455 S Main Street Suite 300, PO Box 2255	<input checked="" type="checkbox"/> Add
		Davidson, NC 28036	<input type="checkbox"/> Remove
MGR	Bryon Willoughby	455 S Main Street Suite 300, PO Box 2255	<input type="checkbox"/> Add
		Davidson, NC 28036	<input checked="" 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

Vernon Robinson  
\_\_\_\_\_  
Typed or printed name of signee

Filing Fee: \$25.00



# NORTH CAROLINA

## Department of the Secretary of State

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**To all whom these presents shall come, Greetings:**

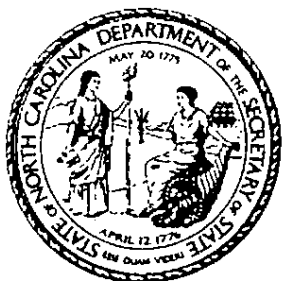
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF RESTATEMENT

OF

**WILLOUGHBY ROBINSON ASSOCIATES LLC**

the original of which was filed in this office on the 1st day of November, 2022.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of February, 2023.

*Elaine F. Marshall*

Secretary of State

State of North Carolina  
Department of the Secretary of State

ARTICLES OF RESTATEMENT  
(LIMITED LIABILITY COMPANY)

Pursuant to §57D-2-23 of the General Statutes of North Carolina, the undersigned limited liability company hereby submits the following for the purpose of restating its Articles of Organization.

1. The name of the limited liability company is: Willoughby 2000 PLLC
2. The text of the Restated Articles of Organization is attached.
3. (Check either a, b or c, whichever is applicable.)
  - a. ☐ These Restated Articles of Organization do not contain an amendment.
  - b. ☐ These Restated Articles of Organization contain an amendment that was approved by the unanimous vote of the organizers of the limited liability company prior to the identification of initial members of the limited liability company.
  - c. ☒ These Restated Articles of Organization contain an amendment that was approved by the unanimous vote of the members of the limited liability company.
4. (Optional) The name and physical address of the current registered agent and registered agent's office of the limited liability company is:  
Name of Registered Agent: Bryon Willoughby  
Number and Street: 455 South Main Street, Suite 300  
City: Davidson State: NC Zip Code: 28036 County: Mecklenburg  
The mailing address *if different from the street address* of the current registered agent's office is:  
Number and Street: \_\_\_\_\_  
City: \_\_\_\_\_ State: NC Zip Code: \_\_\_\_\_ County: \_\_\_\_\_
5. These articles will be effective upon filing, unless a future date and/or time is specified: \_\_\_\_\_

This the 27 day of October, 2022.

Willoughby 2000 PLLC

Limited Liability Company

  
Signature

Vernon Robinson- Manager

Type or Print Name and Title

NOTES:

1. Filing fee is \$10, unless the Restated Articles of Organization include amendment(s), in which case the filing fee is \$50. This document must be filed with the Secretary of State.

State of North Carolina  
Department of the Secretary of State

Limited Liability Company  
ARTICLES OF ORGANIZATION

Pursuant to §57D-2-20 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

1. The name of the limited liability company is: Willoughby Robinson Associates LLC  
(See Item 1 of the Instructions for appropriate entity designation)
2. The name and address of each person executing these articles of organization is as follows: (State whether each person is executing these articles of organization in the capacity of a member, organizer or both by checking all applicable boxes.) Note: This document must be signed by all persons listed.

Name	Business Address	Capacity
<u>Vernon Robinson</u>	<u>455 South Main Street, Suite 300 Davidson, NC 28036</u>	<input checked="" type="checkbox"/> Member <input checked="" type="checkbox"/> Organizer
_____	_____	<input type="checkbox"/> Member <input type="checkbox"/> Organizer
_____	_____	<input type="checkbox"/> Member <input type="checkbox"/> Organizer
3. The name of the initial registered agent is: Vernon Robinson
4. The street address and county of the initial registered agent office of the limited liability company is:  
Number and Street 455 South Main Street, Suite 300  
City Davidson State: NC Zip Code: 28036 County: Mecklenburg
5. The mailing address, if different from the street address, of the initial registered agent office is:  
Number and Street \_\_\_\_\_  
City \_\_\_\_\_ State: NC Zip Code: \_\_\_\_\_ County: \_\_\_\_\_
6. Principal office information: (Select either a or b.)
  - a. ☒ The limited liability company has a principal office.  
The principal office telephone number: 704 - 892 - 0900  
The street address and county of the principal office of the limited liability company is:  
Number and Street: 455 South Main Street, Suite 300  
City: Davidson State: NC Zip Code: 28036 County: Mecklenburg



The mailing address, if different from the street address, of the principal office of the company is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

b. ☐ The limited liability company does not have a principal office.

7. Any other provisions which the limited liability company elects to include (e.g., the purpose of the entity) are attached.

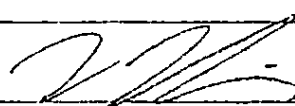
8. (Optional): Listing of Company Officials (See instructions on the importance of listing the company officials in the creation document.

Name	Title	Business Address
Vernon Robinson	Manager	456 South Main Street., Suite 300 Davidson, NC 28036

9. (Optional): Please provide a business e-mail address: Privacy Redaction  
The Secretary of State's Office will e-mail the business automatically at the address provided above at no cost when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is offered, please see the instructions for this document.

10. These articles will be effective upon filing, unless a future date is specified:

This is the 27 day of October, 2022.

  
\_\_\_\_\_  
Signature *Member*

Vernon Robinson- Manager & Organizer

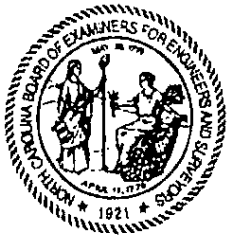
\_\_\_\_\_  
Type or Print Name and Title

The below space to be used if more than one organizer or member is listed in Item #2 above.

_____ Signature	_____ Signature
_____ Type and Print Name and Title	_____ Type and Print Name and Title

**NOTE:**

1. Filing fee is \$125. This document must be filed with the Secretary of State.



**NORTH CAROLINA BOARD OF EXAMINERS  
FOR ENGINEERS AND SURVEYORS**

4601 Six Forks Rd Suite 310  
Raleigh, North Carolina 27609

**CERTIFICATE**  
of  
**NON-OBJECTION**

for the conversion of a

**PROFESSIONAL LIMITED LIABILITY COMPANY**

[For professions other than engineering and land surveying, obtain *Certificate(s)* from appropriate Licensing Board(s).]

TO: Office of the Secretary of State  
PO Box 29622  
Raleigh, North Carolina 27626-0622

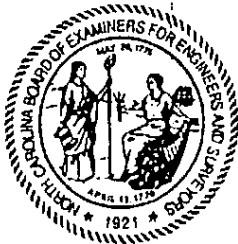
FROM: North Carolina Board of Examiners  
for Engineers and Surveyors

This certifies that the North Carolina Board of Examiners for Engineers and surveyors does not object to the conversion of *Willoughby 2000 PLLC* (Professional Limited Liability Company) to a Limited Liability Company.

Said firm has informed the Board that desire to terminate their license with the North Carolina Board of Examiners for Engineers and Surveyors. Further, said company will convert the entity to a Limited Liability Company and change the name of the firm to:

**Willoughby Robinson Associates LLC**

This Certificate is executed under the authority of the North Carolina State Board of Examiners for Engineers and Surveyors, this 18th day of October 2022.



Andrew L. Ritter  
Executive Director



# NORTH CAROLINA

## Department of the Secretary of State

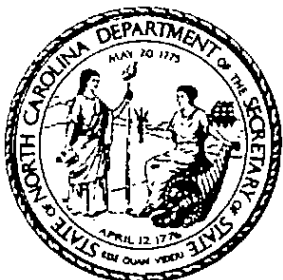
### CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

#### **WILLOUGHBY ROBINSON ASSOCIATES LLC**

is a limited liability company duly formed, and existing under the laws of the State of North Carolina, having been formed on 1st day of November, 2022

I FURTHER certify that, as of the date of this certificate, (i) the said limited liability company is not dissolved under the terms of its articles of organization, (ii) the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina, (iii) that said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act, (iv) that this office has not filed any decree of judicial dissolution, articles of dissolution, articles of merger, or articles of conversion for said limited liability company.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of February, 2023.

*Elaine F. Marshall*

Secretary of State