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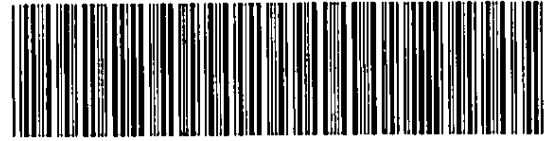
(Business Entity Name)

(Document Number)

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PLEASE REPLY TO: JACKSONVILLE OFFICE
www.fishertousey.com

FISHER, TOUSEY, LEAS & BALL
ATTORNEYS AT LAW

January 9, 2020

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Conversion of Davenport Group Real Estate, Inc., a Virginia corporation

To Whom It May Concern:

Enclosed please find two duplicate copies of Articles of Conversion and Articles of Incorporation for Davenport Group Real Estate, Inc., a Virginia corporation, to be converted to a Florida corporation, along with a Virginia State Certificate of Good Standing obtained January 9, 2020.

Also enclosed is a check made payable to the Florida Department of State for \$105.00, which represents the required filing fees of each document.

Please forward confirmation of the filing to my attention at the Jacksonville address. If you have any additional questions, please contact me at (904) 356-2600 ext. 365

Sincerely,

A handwritten signature in black ink that reads "Brittany A. Cook-Marsh".

Brittany A. Cook-Marsh
Paralegal

Bmarsh/ 1001395
Enclosures

cc: Clay B. Tousey III, Esq. (via email, w/ enclosures)

* FLORIDA BAR BOARD CERTIFIED TAX LAW
* FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS & ESTATES LAW
^o FLORIDA BAR BOARD CERTIFIED REAL ESTATE LAW

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

DAVENPORT GROUP REAL ESTATE, INC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a CORPORATION

(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of THE STATE OF VIRGINIA

(Enter state, or if a non-U.S. entity, the name of the country)

on NOVEMBER 3, 1994

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

DAVENPORT GROUP REAL ESTATE, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date:

(The effective date: Cannot be prior to nor more than 90 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.

Signed this 1st day of January 2020.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

Printed Name: DAVID N. COHEN Title: PRESIDENT

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

Signature: _____

Printed Name: DAVID N. COHEN Title: PRESIDENT

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

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.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

- Certificate of Conversion: \$35.00
- Fees for Florida Articles of Incorporation: \$70.00
- Certified Copy: \$8.75 (Optional)
- Certificate of Status: \$8.75 (Optional)

FILED
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DIVISION OF CORPORATIONS
20 JAN 16 PM 3:46

ARTICLES OF INCORPORATION
of
DAVENPORT GROUP REAL ESTATE, INC.

FILED
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DIVISION OF CORPORATIONS
20 JAN 14 PM 3:46

ARTICLE I
NAME

The name of the Corporation is Davenport Group Real Estate, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is located at 600 Ponte Vedra Avenue, # 210, Ponte Vedra Beach, Florida 32082.

ARTICLE III
PURPOSE

The Corporation's purpose shall be for any and all lawful business.

ARTICLE IV
CAPITAL STOCK

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 1000 shares with a par value of \$0.10 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such

restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are Fisher, Tousey, Leas & Ball, P.A., a Florida professional corporation, 501 Riverside Avenue, Suite 600, Jacksonville, Florida 32202.

**ARTICLE VI
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

David N. Cohen
600 Ponte Vedra Avenue #210
Ponte Vedra Beach, Florida 32082

**ARTICLE VII
DIRECTORS**

(a) Number. The Corporation shall have one (1) director. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the members of the Board of Directors of the Corporation are:

David N. Cohen
600 Ponte Vedra Avenue #210
Ponte Vedra Beach, Florida 32082

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE VIII
OFFICERS**

The name and address of the officers of the Corporation are:

David N. Cohen	President, Secretary, Treasurer
600 Ponte Vedra Avenue #210	
Ponte Vedra Beach, Florida 32082	

**ARTICLE IX
BYLAWS**

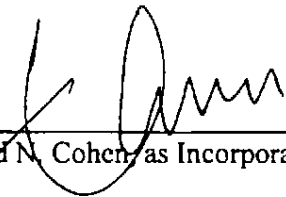
The Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X
DURATION**

The Corporation shall exist perpetually. The Corporation's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Corporation's existence shall commence upon filing by the Department of State.

Remainder of Page Intentionally Blank – Signature Page Follows

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation for the foregoing use and purpose this 15 day of January 2020



David N. Cohen as Incorporator

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

Pursuant to the provisions of the Florida Statutes, Davenport Group Real Estate, Inc., a Florida corporation (the "*Corporation*"), submits the following statement in designating the registered office/registered agent of the Corporation in the State of Florida:

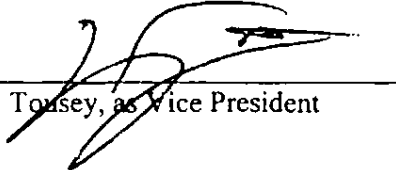
1. The name of the Corporation is Davenport Group Real Estate, Inc.
2. The name and address of the registered agent and office are Fisher, Tousey, Leas & Ball, P.A., a Florida professional corporation, 501 Riverside Avenue, Suite 600, Jacksonville, Florida 32202.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the Corporation 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 the Florida Business Corporation Act.

DATED: This 1st day of Jan, 2020

FISHER, TOUSEY, LEAS & BALL,
a Florida professional corporation

By: 
Clay B. Tousey, as Vice President