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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

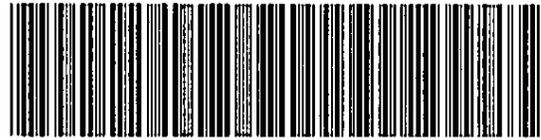
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

See 6/8/21



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2021 MAY 18 AM 11:35
Filing Office

MA



MICHELOVE JULES
Paralegal
email: mjules@marksgray.com
tel: 904.807.2122
fax: 904.399.8440

May 13, 2021

Via U.S. Mail

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

Re: Articles of Conversion for Etherington, Inc.

To whom it may concern:

Enclosed are our check for \$113.75 and the Articles of Conversion for Converting an Eligible Entity into a Florida Profit Corporation form along with the Articles of Incorporation of Etherington, Inc. We would appreciate your filing these articles as soon as possible.

Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to be "MJ", written over a horizontal line.

Michelove Jules
Paralegal to John R. Crawford and
M. Bradley Manning

/mj
Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Etherington, Inc.
Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Michelove Jules
Contact Person

Marks Gray, P.A.
Firm/Company

1200 Riverplace Blvd., Suite 800
Address

Jacksonville, FL 32207
City, State and Zip Code

mjules@marksgray.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John R. Crawford at (904) 807-2183
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 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

2021 MAR 16 10:11 AM

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

Etherington, Inc.

Enter Name of the Converting Entity

2. The converting 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 South Carolina
(Enter state, or if a non-U.S. entity, the name of the country)

on February 26, 2003
Enter date "Converting Entity" was first organized, formed or incorporated.

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

Etherington, Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

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.)

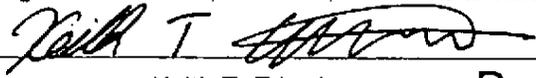
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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FEB 27 2003
STATE OF FLORIDA

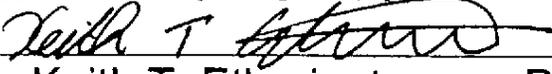
Signed this 5th day of May, 2021.

Required Signature for Florida Profit Corporation:

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


Printed Name: Keith T. Etherington Title: President

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

Signature: 
Printed Name: Keith T. Etherington Title: President

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:

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

01/19/2021

ARTICLES OF INCORPORATION

of

ETHERINGTON, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607, Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be: **Etherington, Inc.** The mailing address for the corporation is: 114 Woodgate Dr, Ponte Vedra, Florida 32081.

ARTICLE II. COMMENCEMENT

Corporate existence shall commence upon the date of acknowledgement and subscription, which is the date the Incorporators have executed these Articles: provided, however that if these Articles are not filed within (5) business days with the Florida Secretary of State, corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE IV. CAPITAL STOCK

The authorized capital stock of this corporation shall be 1,000 shares of common stock, each share having a par value of \$1.00.

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE VII. INITIAL REGISTERED OFFICE AND OFFICE

The street address of the initial registered office of this corporation in Florida shall be 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207, and its initial registered agent at that address shall be Frederick H. Kent, III. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

ARTICLE VIII. BOARD OF DIRECTORS

The management of the corporation shall be vested in a Board of Directors. The names and street addresses of the members of the first Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

| <u>Name</u> | <u>Street Address</u> |
|-------------------|---|
| Keith Etherington | 114 Woodgate Dr Ponte Vedra, Florida 32081 |
| Wendy Etherington | 114 Woodgate Dr Ponte Vedra, Florida 32081 |

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1) (or such other minimum as shall be required by law) or more than ten (10). The method of election of the directors shall be as stated in the Bylaws.

ARTICLE IX. INCORPORATORS

The name and address of each Incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Keith Etherington | 114 Woodgate Dr Ponte Vedra, Florida 32081 |
| Wendy Etherington | 114 Woodgate Dr Ponte Vedra, Florida 32081 |

ARTICLE X. INDEMNITY

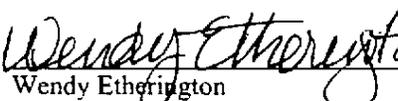
The Corporation shall indemnify any Officer or Director the full extent permitted by law.

ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

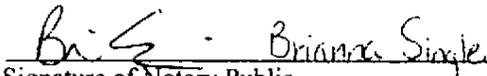
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all on this 5th day of May, 2021.

 (SEAL)
Keith Etherington

 (SEAL)
Wendy Etherington

STATE OF FLORIDA
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me by means of physical presence or online notarization this 5th day of May, 2021, by Keith Etherington and Wendy Etherington, the parties to the foregoing Articles of Incorporation, to me well known and to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and who are all personally known to me, and who acknowledged before me that they each made, subscribed and acknowledged the foregoing Articles of Incorporation as their voluntary act and deed and that the facts set forth therein are true and correct.


Signature of Notary Public
Notary Public, State and County aforesaid
My commission expires: 2/19/2025

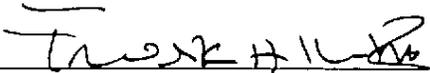
(Notarial Seal)



BRIANNA SINGLEY
Notary Public
State of Florida
Comm# HH082342
Expires 1/19/2025

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Etherington Inc., a Florida corporation not for profit, at the place designated in the Articles of Incorporation of said corporation. I hereby accept such appointment and agree to act in this capacity and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents, including the obligations imposed by section 607.0501, Florida Statutes.



Frederick H. Kent, III, Registered Agent

2021 MAY 18 AM 11:31
STATE OF FLORIDA
SECRETARY OF STATE