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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

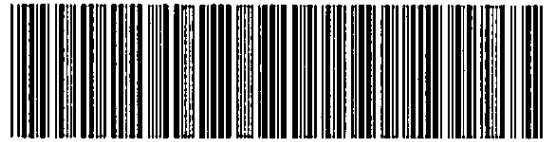
(Document Number)

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

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**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,

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    ☒ \$113.75 Filing Fees    ☐ \$122.50 Filing Fees,  
and Certificate of                      and Certified Copy                      Certified Copy, and  
Status    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  
**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.

RECEIVED  
FEB 27 2003  
CLERK OF THE COURT

Signed this 5<sup>th</sup> day of May, 2021.

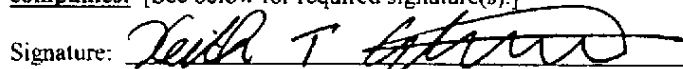
**Required Signature for Florida Profit Corporation:**

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: \_\_\_\_\_

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:**

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

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## **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**

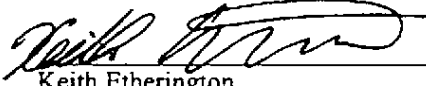
The Corporation shall indemnify any Officer or Director the full extent permitted by law.

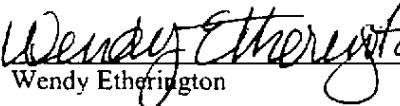
#### **ARTICLE XI. AMENDMENT**

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.



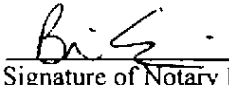
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida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

 (SEAL)  
Keith Etherington

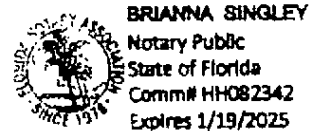
 (SEAL)  
Wendy Etherington

STATE OF FLORIDA  
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 5<sup>th</sup> 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.

 Brianna Singley  
Signature of Notary Public  
Notary Public, State and County aforesaid  
My commission expires: 21/19/2025

(Notarial Seal)



## 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  
Frederick H. Kent, III, Registered Agent

2021 MAY 18 AM 11:00