

L050000 35309

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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MAR 27 2019

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2019

Conversion



COPY

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2019

KIMBERLY MILLER
BERG HILL GREENLEAF RUSCITTI LLP
1712 PEARL STREET
BOULDER, CO 80302

SUBJECT: QUINTON HOLDINGS, LLC
Ref. Number: L05000035309

We have received your document and check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

ON PAGE 2 OF 2, ITEM #6 MUST HAVE AN ADDRESS LISTED.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 619A00004872

RECEIVED

2019 MAR 25 PM 2:29

SECRETARY OF STATE
TALLAHASSEE, FL



BERG HILL
GREENLEAF RUSCITTI LLP

JoAnn Keen, Legal Assistant

Email: jak@bhgrlaw.com

March 19, 2019

Florida Department of State
Registration Section - Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Ref. Number: L05000035309
Letter Number: 619A00004872
Quinton Holdings, LLC - Articles of Conversion (Florida to Colorado)

To Whom It Concerns:

Following up on this filing's initial rejection by Division of Corporations (*see* copy of your March 11, 2019 letter, Ref. No. L05000035309 enclosed herewith for reference), please note:

- *Quinton Holdings, LLC* has since filed its annual report, as required by §605.0212(8) of the Florida Statutes; and
- The street and mailing address of *Quinton Holdings, LLC* is now included on Page 2 at Paragraph 6 of the Articles of Conversion (*see* corrected Articles of Conversion also enclosed).

We understand your agency has retained the \$25.00 filing fee previously submitted under our firm's cover letter of February 19, 2019. Please record and file the attached Articles of Conversion, and return one conformed file-stamped copy in the self-addressed, postage pre-paid envelope also enclosed at your earliest convenience. Thank you in advance for your courtesy and service.

Sincerely,

JoAnn Keen

:jak

Enclosures: Florida Department of State, Division of Corporations letter dated 3/11/2019
Berg Hill Greenleaf Ruscitti cover letter dated 2/19/2019
Quinton Holdings, LLC Articles of Conversion for FL LLC into CO LLC (2 copies)
Quinton Holdings, LLC Articles of Organization as a CO LLC
Self-addressed, postage pre-paid return envelope



BERG HILL
GREENLEAF RUSCITTI LLP

Kim Miller, Paralegal

Email: kam@bhgrlaw.com

February 19, 2019

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

Re: Quinton Holdings, LLC: Articles of Conversion

To Whom it May Concern:

Enclosed please find Articles of Conversion For Florida Limited Liability Company Into "Converted or Other Business Entity" for filing, along with a check in the amount of \$25.00 for the filing fee. The conversion date for number 5 should be the date the document is filed by the Florida Department of State. Please return a stamped copy to me in the enclosed self addressed stamped envelope. Thank you for your assistance.

Sincerely,

Kim Miller
Legal Assistant

:kam

9489 0090 0027 6058 1741 95



BERG HILL
GREENLEAF RUSCITTI LLP

Kim Miller, Paralegal

Email: kam@bhgrlaw.com

February 19, 2019

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

COPY

Re: Quinton Holdings, LLC; Articles of Conversion

To Whom it May Concern:

Enclosed please find Articles of Conversion For Florida Limited Liability Company Into "Converted or Other Business Entity" for filing, along with a check in the amount of \$25.00 for the filing fee. The conversion date for number 5 should be the date the document is filed by the Florida Department of State. Please return a stamped copy to me in the enclosed self addressed stamped envelope. Thank you for your assistance.

Sincerely,

Kim Miller
Legal Assistant

:kam

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Quinton Holdings, LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Kimberly Miller

Contact Person

Berg Hill Greenleaf Ruscitti LLP

Firm/Company

1712 Pearl Street

Address

Boulder, CO 80302

City, State and Zip Code

kam@bhgrlaw.com ✓

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

For further information concerning this matter, please call:

Kimberly Miller

Name of Contact Person

at (303) 285-2702

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

Articles of Conversion
For
Florida Limited Liability Company
Into
"Converted or Other Business Entity"

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Quinton Holdings, LLC

L05000035309

Enter Name of Florida Limited Liability Company

2. The name of the "Converted or Other Business Entity" is:

Quinton Holdings, LLC

Enter Name of "Converted or Other Business Entity"

3. The "Converted or Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Colorado
(Enter state, or if a non-U.S. entity, the name of the country)

The formation document is attached (if applicable).

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

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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6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":

a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 1037 Catamount Drive
Ridgway, Colorado 81432

Mailing Address: 1037 Catamount Drive
Ridgway, Colorado 81432

7. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 19th day of February, 2019

Signature: 
Must be signed by a Member or Authorized Representative

Printed Name: Charles J. Quinton Title: Member/Manager

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)

COPY

Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Organization

filed pursuant to § 7-90-301 and § 7-80-204 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name of the limited liability company is

Quinton Holdings, LLC

(The name of a limited liability company must contain the term or abbreviation "limited liability company", "ltd. liability company", "limited liability co.", "ltd. liability co.", "limited", "l.l.c.", "llc", or "ltd.". See §7-90-601, C.R.S.)

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the limited liability company's initial principal office is

Street address

1037 Catamount Drive

(Street number and name)

Ridgway

(City)

CO

(State)

81432

(ZIP/Postal Code)

United States

(Country)

(Province – if applicable)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable)

(Country)

3. The registered agent name and registered agent address of the limited liability company's initial registered agent are

Name

(if an individual)

(Last)

(First)

(Middle)

(Suffix)

or

(if an entity)

Berg Hill Greenleaf Ruscitti LLP

(Caution: Do not provide both an individual and an entity name.)

Street address

1712 Pearl Street

(Street number and name)

Boulder

(City)

CO

(State)

80302

(ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO (State) _____ (ZIP Code)

(The following statement is adopted by marking the box.)

☒ The person appointed as registered agent has consented to being so appointed.

4. The true name and mailing address of the person forming the limited liability company are

Name

(if an individual)

(Last) (First) (Middle) (Suffix)

or

(if an entity)

Berg Hill Greenleaf Ruscitti LLP

(Caution: Do not provide both an individual and an entity name.)

Mailing address

1712 Pearl Street

(Street number and name or Post Office Box information)

Boulder

(City)

CO

(State)

80302

(ZIP/Postal Code)

Colorado

(Province - if applicable)

United States

(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ The limited liability company has one or more additional persons forming the limited liability company and the name and mailing address of each such person are stated in an attachment.

5. The management of the limited liability company is vested in

(Mark the applicable box.)

☐ one or more managers.

or

☒ the members.

6. (The following statement is adopted by marking the box.)

☒ There is at least one member of the limited liability company.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Miller	Kimberly		
(Last)	(First)	(Middle)	(Suffix)
1712 Pearl Street			
(Street number and name or Post Office Box information)			
Boulder	CO	80302	
(City)	(State)	(ZIP/Postal Code)	
United States			
(Province - if applicable)	(Country)		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- ☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

EXHIBIT A
Plan of Conversion
(See attached)

QUINTON HOLDINGS, LLC

PLAN OF CONVERSION

This Plan of Conversion to convert **QUINTON HOLDINGS, LLC**, a Florida limited liability company, into **QUINTON HOLDINGS, LLC**, a Colorado limited liability company, doing business as **ROTARYSWING GOLF, LLC**, is effective as of the approval hereof by the Managers and the Members of Quinton Holdings, LLC (as such terms are defined in the Operating Agreement of Quinton Holdings, LLC, as amended from time to time (the “*LLC Agreement*”).

1. **Conversion Entities.** The converting entity is Quinton Holdings, LLC, a Florida limited liability company (the “*LLC*”). The resulting entity is Quinton Holdings, LLC, a Colorado limited liability company (the “*Company*”).
2. **Conversion.** The conversion of the LLC into a Colorado limited liability company pursuant to this Plan of Conversion (the “*Conversion*”) will be effective upon the filing of a Statement of Conversion, in the form attached hereto as Exhibit A (the “*Statement of Conversion*”), with the Secretary of State of the State of Colorado (the “*Effective Time*”).
3. **Articles of Conversion; Statement of Conversion.** The conversion will be effected by (a) filing the Statement of Conversion with the Secretary of State of the State of Colorado, (b) filing Articles of Conversion in the form approved by the Managers of the LLC with the Secretary of State of the State of Florida, and (c) filing any other filings or taking any other actions necessary to accomplish the purposes of this Plan of Conversion.
4. **Manner and Basis of Conversion.** The manner and basis of converting the ownership interest, obligations or other securities of the LLC into units, membership interests, obligations, or other securities of the Company shall be on a one-for-one basis, such that, at the Effective Time, one unit or one percentage interest in the LLC will convert to one unit or percentage interest in the Company.
5. **Effects of Conversion.** The Conversion shall have the effect set forth in Section 7-90-201(2) of the Colorado Corporations and Associations Act and Section 605, et. seq. of the Florida Statutes. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all of the property, rights, privileges, and powers of the LLC shall vest in the Company, and all debts, liabilities, and duties of the LLC shall become debts, liabilities, and duties of the Company.

* * * * *

Exhibit A

Colorado Statement of Conversion

Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to § 7-90-201.7 (3) of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID number	<u>20181396698</u> (Colorado Secretary of State ID number)		
Entity name or true name	<u>RotarySwing Golf, LLC</u>		
Form of entity	<u>Foreign Limited Liability Company</u>		
Jurisdiction	<u>Florida</u>		
Street address	<u>1037 Catamount Drive</u> (Street number and name)		
	<u>Ridgway</u> (City)	<u>CO</u> (State)	<u>81432</u> (ZIP/Postal Code)
	<u></u> (Province - if applicable)	<u>United States</u> (Country)	
Mailing address (leave blank if same as street address)	<u></u> (Street number and name or Post Office Box information)		
	<u></u> (City)	<u></u> (State)	<u></u> (ZIP/Postal Code)
	<u></u> (Province - if applicable)	<u></u> (Country)	

2. The entity name of the resulting entity is Quinton Holdings, LLC
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)
3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.
4. (If applicable, adopt the following statement by marking the box and include an attachment.)
☐ This document contains additional information as provided by law.
5. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

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6. The true name and mailing address of the individual causing this document to be delivered for filing are

Miller	Kimberly		
(Last)	(First)	(Middle)	(Suffix)
1712 Pearl Street			
(Street number and name or Post Office Box information)			
Boulder	CO	80302	
(City)	(State)	(ZIP/Postal Code)	
	United States		
(Province - if applicable)	(Country)		

(If applicable, adopt the following statement by marking the box and include an attachment.)

- ☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**UNANIMOUS WRITTEN CONSENT
OF THE MANAGER AND MEMBERS OF
QUINTON HOLDINGS, LLC**

February 19, 2019

The undersigned, being the sole manager (the "*Manager*") and members (the "*Members*") of Quinton Holdings, LLC, a Florida limited liability company (the "*Company*"), for the purpose of taking action without a meeting pursuant to the Operating Agreement of the Company and the Florida Revised Limited Liability Act, hereby adopt the following resolutions by written consent:

I. APPROVAL OF CONVERSION

WHEREAS, the Manager and the Members have determined that it is advisable for the Company to convert from a Florida limited liability company to a Colorado limited liability company (the "*Conversion*") pursuant to a Plan of Conversion, in the form attached hereto as Exhibit A (the "*Plan of Conversion*"), a Colorado Statement of Conversion in the form approved by the Manager, and Florida Articles of Conversion in the form approved by the Manager (such Statement of Conversion and Articles of Conversion, together with the Plan of Conversion, the "*Conversion Documents*");

WHEREAS, as more fully described in the Plan of Conversion, upon the effectiveness of the Conversion, (i) each outstanding unit or percentage interest in the Company (as defined in the Operating Agreement), shall automatically convert into one unit or one percentage interest in Quinton Holdings, LLC, a Colorado limited liability company (the "*Colorado LLC*"); and

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to the Florida Revised Limited Liability Act, the Colorado Limited Liability Company Act, and the Operating Agreement, the Conversion is adopted and approved in all respects;

RESOLVED FURTHER, that the terms, provisions and conditions of the Plan of Conversion, including without limitation, the manner and basis of converting the membership interests, obligations or other securities of the Company held by the Members into membership interests, units, obligations or other securities of the Colorado LLC as provided therein, are adopted and approved in all respects, with such changes thereto as the Company deems necessary and appropriate to effect the Conversion, and the Manager or its agent is hereby authorized, in the name of and on behalf of the Company, to file the applicable Conversion Documents with the Secretaries of State of the States of Florida and Colorado, as applicable;

RESOLVED FURTHER, that the Members of the Company hereby acknowledge and agree that the membership interest of the Colorado LLC to be received by the Members upon and after the Conversion shall be restricted securities subject to any restrictions on transfer imposed by the operating agreement of the Colorado LLC, the documentation pursuant to which such securities shall be issued, and applicable law.

II. GENERAL

RESOLVED, that the Manager of the Company is hereby authorized to do all things, to take all actions, and to execute, deliver and file all documents and instruments, in the name and on behalf of the Company, as he may determine to be necessary or advisable in effecting the foregoing resolutions and the transactions contemplated thereby (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or the execution of such documents or instruments by the Manager).

FURTHER RESOLVED, that all lawful actions previously taken and all agreements, certificates or documents executed and/or filed by the Manager of the Company, and the consummation of the transactions contemplated thereby, be and hereby are, in each and every respect, adopted, ratified, confirmed, and approved as acts of the Company.

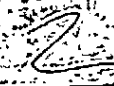
* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Manager and the Members of Quinton Holdings, LLC as of the date set forth above.

MANAGER:


Charles J. Quinton

MEMBERS:


Charles J. Quinton


Christina Quinton