

L150000 9'64 80

(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



200273052162

05/26/15--01036--017 **150.00

FILED
15 MAY 26 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 04 2015

W PAINTER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sassy Cucina LLC
(Name of Resulting Florida Limited Company)

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

Please return all correspondence concerning this matter to:

Cindy Cicala
(Contact Person)
Sassy Cucina LLC
(Firm/Company)
8466 Sandy Beach St
(Address)
Tampa, FL 33634
(City, State and Zip Code)
cindy@sassycucina.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Cindy Cicala at (813) 765-9217
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, 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
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

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

Sassy Cucina Inc

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation P11-55859

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

First organized, formed or incorporated under the laws of Florida
on June 20, 2011 (Enter state, or if a non-U.S. entity, the name of the country)

(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Sassy Cucina LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: ~~May 15, 2011~~ CC

(The effective date: 1) cannot be prior to date of receipt or filed date 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 listed in the attached Articles of Organization, if an effective date is listed therein.)

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.

5. The plan of conversion has been approved in accordance with all applicable statutes.

FILED
15 MAY 26 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 19th day of May 2015.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Cynthia Cicala
Printed Name: Cindy Cicala Title: President

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

Signature: Cynthia Cicala
Printed Name: Cindy Cicala Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

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.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FILED
15 MAY 26 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Sassy Cucina LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

8466 Sandy Beach St

Tampa, FL 33634

Mailing Address:

8466 Sandy Beach St

Tampa, FL 33634

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Cindy Cicala

Name

8466 Sandy Beach St

Florida street address (P.O. Box **NOT** acceptable)

Tampa

City

FL 33634

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 Chapter 605, F.S..

Cynthia Cicala

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

FILED
15 MAY 26 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Cindy Cicala

8466 Sandy Beach St

Tampa, FL 33634

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: . (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

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.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:

Cynthia Cicala

Signature of a member or an authorized representative of a member.

(In accordance with section 605.0205 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Cynthia Cicala

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)

15 MAY 26 AM 10:21
DEPT. OF STATE
ALLIANCE, FLORIDA

FILED

PLAN OF CONVERSION

The following Plan of Conversion (the "Plan") has been adopted in accordance with Florida Statutes Section 607.1112 and Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

FIRST: The name and jurisdiction of the converting party (the "Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Foxwood Farms, Inc. 9595 66 th Street North Pinellas Park, FL 33782	Florida	Corporation

Florida Document/Registration: P01000068183
FEI Number: 59-3728434

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Foxwood Farms, LLC 9595 66 th Street North Pinellas Park, FL 33782	Florida	Limited Liability Company

Florida Document/Registration Number: To Be Assigned by Florida Department of State
FEI Number: 59-3728434

THIRD: Terms, Conditions and Statements in compliance with Chapter 607 and 608 of the Florida Statutes and Section 368(a)(1)(F) of the code.

- A. The effective date of the conversion is to take place on the date which it is filed with the Florida Department of State, Division of Corporations (the "Effective Date").
- B. The Merging Corporation and the Surviving Limited Liability Company shall be a single entity known as Foxwood Farms, LLC.
- C. The Merging Corporation shall cease to exist following the Effective Date of the conversion.

FILED
18 MAY 26 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. The Merging Corporation and the Surviving Limited Liability Company shall be treated the same for federal income tax purposes and therefore the Surviving Limited Liability Company shall use the same tax identification number as the Merging Corporation.

E. The corporate enterprise shall continue uninterrupted and is therefore a mere change of Corporate vehicles for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Corporation is to be preserved in the reorganization and within the Surviving Limited Liability Company.

FOURTH: Conversion of Ownership Interests.

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are intended to comply with Section 368(a)(1)(F) of the Code and specifically is as follows:

A. All of the Shareholders of the Merging Corporation and the Members of the Surviving Limited Liability Company and the outstanding percentage of ownership percentage interests issued are identical. At and after the Effective Date, all of the previously issued and outstanding shares of common stock of the Merging Corporation that were issued and outstanding immediately prior to the Effective Date shall be automatically surrendered and canceled.

B. Upon the surrender and cancellation of the Merging Corporation's outstanding stock Certificates, the Surviving Limited Liability Company shall issue membership certificates representing ownership of the Surviving Limited Liability Company to the Member in identical interest as owned prior to the conversion/reorganization. No money or distributions or other dispositions shall be received or given under the Plan.

C. The Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that the transfer of ownership interests are to be treated as if the Surviving Limited Liability Company received the assets and liabilities of the Merging Corporation in exchange for its membership units in a non-recognition event under Section 1032(a) of the Code.

D. In addition, the Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interests in the Surviving Limited Liability Company the Merging Corporation shall thereafter issue the membership units of the Surviving Limited Liability Company to its Shareholders in exchange for the Shareholder's stock certificates in the Merging Corporation in a non-recognition event under Section 354(a)(1) of the Code.

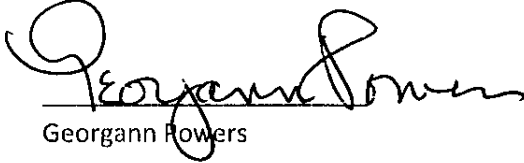
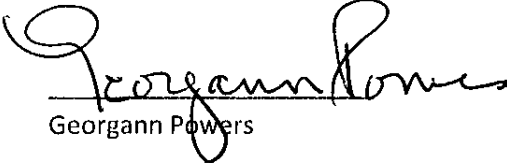
FILED
MAY 26 AM 11:31
CLERK OF DISTRICT COURT
TREASURY
FEDERAL RESERVE

FIFTH: The name and address of the Manager of the Surviving Limited Liability Company is as follows:

Georgann Powers
9595 66th Street North
Pinellas Park, FL 33782

SIXTH: SIGNATURES(S) FOR EACH PARTY:

Under penalties of perjury, we declare that we consent to the above Plan of Conversion of the Merging Corporation and Surviving Limited Liability Company and that we have examined this Plan, and to the best of our knowledge and belief, it is true, correct, and complete. As an Officer of the Merging Corporation and Manager of the Surviving Limited Liability Company, we further declare that we are authorized to execute this Plan and statement on its behalf.

<u>Name of Entity</u>	<u>Signature and Name of Officer</u>	<u>Title or Position</u>
Foxwood Farms, Inc.	 Georgann Powers	President
Foxwood Farms, LLC	 Georgann Powers	Manager

FILED
15 MAY 26 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA