

# LO1000018392

**Markham  
Norton Stroemer  
& Company P.A.**

Business Consultants / Certified Public Accountants  
8961 CONFERENCE DRIVE  
FORT MYERS, FL 33919

10/24

MJH

Office Use Only

CD8?

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. 00789 - 0422 02837 - 00671  
(Corporation Name) (Document #)
2. Keep conversion  
(Corporation Name)
3. 700004538347--1  
(Corporation Name) -08/16/01--01048--007  
\*\*\*\*160.00 \*\*\*\*160.00
4. 1001-19249  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

01 OCT 24 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 20, 2001

CAROL SIMONTACCHI  
P.O. BOX 658  
SANIBEL, FL 33957

SUBJECT: TWO STARS TALENT, L.L.C.  
Ref. Number: W01000019269

We have received your document for TWO STARS TALENT, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 801A00047486



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

September 26, 2001

**MARKHAM NORTON STROEMER & COMPANY P.A.**  
8961 CONFERENCE DRIVE  
FORT MYERS, FL 33919

**SUBJECT: TWO STARS TALENT, L.L.C.**  
Ref. Number: W01000019269

We have received your document for TWO STARS TALENT, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 201A00053505

## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:  
TWO STARS TALENT L.L.C.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: OCTOBER 5, 1998
- B. Jurisdiction: OREGON
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: SAME

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

TWO STARS TALENT L.L.C.

Carol Simonacchi

Signature of a Member or an Authorized Representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Carol Simonacchi

Typed or Printed Name of Signee

FILED  
01 OCT 24 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### FILING FEES:

\$100.00 Filing Fee for Articles of Organization  
\$ 25.00 Filing Fee for Registered Agent Designation  
\$ 25.00 Filing Fee for Certificate of Conversion  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION OF  
TWO STARS TALENT LLC**

The undersigned hereby forms a limited liability company under the Florida Limited Liability Company Act and adopts as the Articles of Organization of such limited liability company the following:

**Article 1. Name.**

The name of the limited liability company is Two Stars Talent LLC.

**Article 2. Duration.**

The period of duration of the limited liability company shall be perpetual.

**Article 3. Registered Agent and Registered Office.**

A. The name of the Registered Agent is:

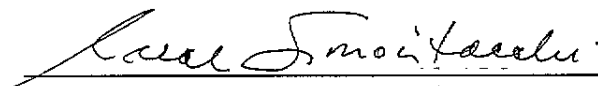
CAROL SIMONTACCHI

B. The address of the registered office is:

533 KINZIE ISL CT  
SANIBEL, FL 33957

FILED  
01 OCT 24 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 608, F.S..*



Registered Agent's Signature

**Article 4. Mailing and Street Address of The Principal Office and Entity of the LLC.**

The mailing address and street address of the principal office and Entity of the limited liability Company is:

P.O. BOX 658  
533 KINZIE ISLAND CT  
SANIBEL, FL 33957  
Attention: Carol Simontacchi

**Article 5. Organizer.**

The name and address of the organizer is:

CAROL  
SIMONTACCHI  
P.O. BOX 658  
533 KINZIE ISLAND  
CT. SANIBEL, FL  
33957

**Article 6. Management.**

The limited liability company will be managed by its Member(s).

**Article 7. Purposes.**

The limited liability company is organized to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company, in any state, territory, district or possession of the United States, or in any foreign country.

**Article 8. Initial Member.**

The name and address of the initial member of the limited liability company is:

Carol Simontacchi Post Office  
P.O Box 658 533 Kinize Island Ct  
Sanibel, FL 33957

**Article 9. Additional Contributions.**

Additional contributions shall be made at such times and in such amounts as the member(s) owning a majority of the Ownership Percentages then outstanding may agree and as provided in the Operating Agreement of the Company.

**Article 10. Additional Members.**

Additional members may be admitted at such times and on such terms and conditions as the member(s) owning a majority of the Ownership Percentages then outstanding may agree and as provided in the Operating Agreement of the Company. Any member who is subsequently admitted as a member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement.

#### **Article 11. Continuation.**

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall continue, uninterrupted, without further action by the remaining Members.

#### **Article 12. Management**

The business of the Company shall be conducted under the exclusive management of its Member(s). The Member(s) shall have the exclusive authority to act for the Company in all matters and shall have the right and authority, without limitation, to contract debts on behalf the Company.

#### **Article 13. Liability.**

No member shall be personally liable to the limited liability company for monetary damages as a member provided that this Article shall not limit the liability of a member for:

- (1) Any breach of the member's duty of loyalty to The limited liability company or its other members;
- (2) Acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law;
- (3) Any unlawful distribution of limited liability company assets; or
- (4) Any transaction in which the member derives an improper personal benefit.

#### **Article 14. Indemnification.**

- (1) The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, officer, organizer, employee or agent of the Company against liability incurred in the proceeding if:
  - (a) The individual conducted himself or herself in good faith;
  - (b) The individual reasonably believed that the individual's conduct was in or at least not opposed to the Company's best interests; and
  - (c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

#### Article 14. Indemnification (Continued)

- (2) Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed the individual's conduct to be in the interests of the participants in and beneficiaries of such plan.
- (3) The Company may pay for or reimburse the reasonable expenses incurred by a member, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:
  - (a) The individual furnishes the Company a written affirmation of the individual's good faith belief that the individual has met the standard of conduct described herein,
  - (b) The individual furnishes the Company a written undertaking executed personally or on the individual's behalf to repay the advance if it is ultimately determined that the individual did not meet the standard of conduct; and
  - (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

- (4) The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any member, officer, organizer, employee or agent may be entitled under any by-law, agreement, vote of members or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.
- (5) In addition to the foregoing, the Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for expenditures required of them in pursuit of the defense against any liability arising on the account of acting as organizers or on the account enforcing the indemnification right hereunder, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.



**Article 15. Return of Contributions.**

Members shall have no right of return of contribution of capital except in the event of the dissolution of the Company or as provided in the Operating Agreement.

DATED this 2nd day of August 2001.

  
CAROL SIMONTACCHI, Organizer

*Person to Contact about This filing:*  
Carol Simontacchi

*Daytime phone number:*  
(503) 675-0289