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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 977821 4141A

AUTHORIZATION

COST LIMIT

*[Handwritten signature]*

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TALLAHASSEE, FLORIDA

ORDER DATE : July 2, 2007

ORDER TIME : 9:24 AM

ORDER NO. : 977821-015

CUSTOMER NO: 4141A

*\$150.00*

CONVERSION OF LLLP INTO LLC

NAME: SUMMERSPORT ENTERPRISES, LLLP  
INTO  
SUMMERSPORT ENTERPRISE, LLC

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER'S INITIALS: \_\_\_\_\_

*Resubmit with original submission date*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 2, 2007

DOREEN WALLACE  
CSC  
TALLAHASSEE, FL

SUBJECT: SUMMERSPORT ENTERPRISES, LLC  
Ref. Number: W07000031125

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TALLAHASSEE, FLORIDA

We have received your document for SUMMERSPORT ENTERPRISES, LLC and the authorization to debit your account in the amount of \$177.50. However, the document has not been filed and is being returned for the following:

Please note that the wrong conversion certificate was used. Please use the CONVERSION OF OTHER BUSINESS ENTITY TO FLORIDA LLC certificate.

Also, please note that the total required to file this conversion would be \$150.00.

Also, please note that NO PRIOR EFFECTIVE DATE can be stated on the certificate of conversion.

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 107A00042654

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07 JUL -2 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

This Certificate 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.608.439, Florida Statutes.

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

**Summersport Enterprises, LLLP**

**A94000001799**

(Enter Name of Other Business Entity)

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

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

on **December 21, 1994**

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

**N/A**

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

**Summersport Enterprises, LLC**

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: upon filing.  
(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 listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 2nd day of July 2007.

Signature of Authorized Person: \_\_\_\_\_

Printed Name: Mark J. Scheer Title: Authorized Person

**Fees:**

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

**ARTICLES OF ORGANIZATION  
OF  
SUMMERSPORT ENTERPRISES, LLC**

**FILED**  
07 JUL -2 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I  
Name

The name of the limited liability company is SUMMERSPORT ENTERPRISES, LLC (the "Company").

Article II  
Duration

These Articles of Organization are being filed in connection with and simultaneously with the Certificate of Conversion of Summersport Enterprises, LLLP, a Florida limited liability limited partnership, which was originally organized under Florida law on December 21, 1994. Pursuant to Florida Statute Section 608.439, and pursuant to these Articles of Organization and the Certificate of Conversion, Summersport Enterprises, LLLP, a Florida limited liability limited partnership, has been converted on the date hereof into a Florida limited liability company under the name of "SUMMERSPORT ENTERPRISES, LLC" (the "Conversion"). The duration of the Company shall be perpetual.

Article III  
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131.

**THIS INSTRUMENT PREPARED BY:**

Mark J. Scheer, Esq.  
Gunster, Yoakley & Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131  
Tel: (305) 376-6040  
Florida Bar No.: 0710430

Article IV  
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is GY Corporate Services, Inc.

Article V  
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Operating Agreement.

Article VI  
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Article VII  
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial member has executed these Articles effective as of the 1<sup>st</sup> day of July, 2007.

  
\_\_\_\_\_  
Mark J. Scheer, Esq., Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

GY CORPORATE SERVICES, INC.

By:   
\_\_\_\_\_  
Mark J. Scheer, President

Dated: Effective July 1, 2007