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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JAN 15 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 01/14/08

REF. #: 001415.80069

CORP. NAME: HALE FITNESS, INC. into HALEZ LLC

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- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION | | |

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 150.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF CONVERSION
OF
HALE FITNESS, INC.
(Florida corporation)
into
HALEZ LLC
(Florida limited liability company)**

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TALLAHASSEE, FLORIDA

This Certificate of Conversion (this "Certificate") and the attached Articles of Organization (the "Articles") are submitted to convert HALE FITNESS, INC., a Florida corporation, into HALEZ LLC, a Florida limited liability company, all in accordance with the requirements of Section 608.439, Florida Statutes. The undersigned do hereby certify as follows:

1. This entity prior to conversion (the "Old Entity") is **HALE FITNESS, INC.**
2. The Old Entity is a **corporation** organized under the laws of **Florida** on **April 22, 2005**, and its Document Number is **P05000059653**.
3. This entity after conversion (the "New Entity") shall be known as **HALEZ LLC**, a Florida limited liability company, and shall be deemed organized under and pursuant to the Articles of Organization attached hereto (the "Articles").
4. Upon effectiveness of the Articles, each issued and outstanding share of common stock, \$.001 per share, of the Old Entity shall automatically be canceled and converted into 1,500 Common Units (as that term is defined in the New Entity's Operating Agreement).
5. This Certificate and the Articles (and the adoption thereof and the conversion contemplated hereby and thereby) were duly approved and adopted by unanimous vote of the directors of the Old Entity and by the stockholders of the Old Entity, in each case at a meeting thereof duly called and convened.
6. This Certificate and the Articles shall become effective upon filing by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Old Entity and Manager of the New Entity have executed this Certificate on and as of the dates indicated below.

HALE FITNESS, INC.

HALEZ LLC

By: [Signature] 1/14/08
Thomas J. Hale, President Date

By: [Signature] 1/14/08
Thomas J. Hale, Manager Date

**ARTICLES OF ORGANIZATION
OF
HALEZ LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

HALEZ LLC

ARTICLE II

Principal Office and Mailing Address

The initial mailing address and the initial street address of the principal office of the Company are:

19115 Beckett Drive
Odessa, FL 33556

ARTICLE III

Registered Office and Registered Agent

The address of the initial registered office of the Company, and the initial registered agent of the Company at such office, shall be:

Registered Agent	Initial Registered Office
Cary Ross	6987 East Fowler Avenue Tampa, Florida 33617

The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in

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the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Management of Business

Except for rights that are specifically reserved to the members in the Operating Agreement or these Articles, management of the Company shall be vested in its manager(s). Accordingly, the Company shall be a manager-managed company. Any reference to a member of the Company using the term "managing member" or "member-manager" (or any similar term or title) shall be deemed a reference to such member in the capacity as a manager of the Company, provided that such member otherwise has been duly appointed, designated or elected and otherwise qualifies to serve as a manager.

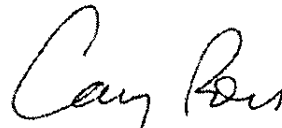
ARTICLE VI

Conversion

These Articles of Organization are filed in connection with the conversion of the Company from a corporation into a limited liability company (the Conversion. Upon effectiveness of these Articles of Organization, each issued and outstanding share of common stock, \$.001 per share, of the Company, outstanding under its Articles of Incorporation as of immediately prior to the Conversion shall automatically be canceled and converted into 1,500 Common Units (as that term is defined in the Company's Operating Agreement adopted or to be adopted contemporaneously with the Conversion).

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated, pursuant to Section 608.407, Florida Statutes, as authorized representative of a member of the Company.

DATED this 14th day of January, 2008.



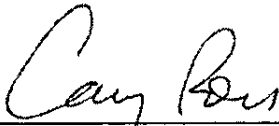
CARY ROSS
Authorized Representative
of a Member

HALEZ LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 14th day of January, 2008.



CARY ROSS