

L09000007475

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 JAN 22 AM 10:46

FLORIDA DEPARTMENT OF
CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

09 JAN 22 PM 3:15

FLORIDA DEPARTMENT OF
CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

JAN 23 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 866570 4336650
AUTHORIZATION : *[Signature]*
COST LIMIT : \$185.00

FILED
09 JAN 22 PM 3:15
TALLAHASSEE, FLORIDA

ORDER DATE : January 21, 2009
ORDER TIME : 4:43 PM
ORDER NO. : 866570-005
CUSTOMER NO: 4336650

DOMESTIC AMENDMENT FILING

NAME: DOUBLE U.S. INC.

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 22, 2009

KIMBERLY MORET
CSC
TALLAHASSEE, FL

SUBJECT: DOUBLE U.S. LLC
Ref. Number: W09000003355

RESUBMIT
Please give
submission date as the date.

FILED
09 JAN 22 PM 3:15
DIVISION OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DOUBLE U.S. LLC and the authorization to debit your account in the amount of \$185.00. However, the document has not been filed and is being returned for the following:

The Certificate of Conversion has to have 2 signatures. An officer or director for the converting Corporation must sign, and an member or authorized representative for the resulting LLC must sign.

If William Jay Shenkman is signing for BOTH entities, that must be indicated.

ALSO, the Articles of Organization must contain an acceptance statement signed by the Registered Agent -- Corporation Service Company.

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
Regulatory Specialist II

Letter Number: 309A00002350

RECEIVED
09 JAN 23 PM 1:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 JAN 22 PM 3:15
TALLAHASSEE, FLORIDA
CLERK OF THE COURT

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:

Double U.S. Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(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 July 21, 1980
(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:

Not Applicable

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

Double U.S. LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(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 21st day of January 2009.

Signature of Authorized Person: _____



Printed Name: William Jay Shenkman Title: President & Authorized Person

[The signee should be authorized in the joint consent.]

The above signer is signing on behalf of both entities involved in this Conversion.

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)

FILED
09 JAN 22 PM 3:15
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
DOUBLE U.S. LLC
a Florida limited liability company

1. The name of this limited liability company is DOUBLE U.S. LLC (the "Company").
2. The principal place of business of the Company is:

248 SANDPIPER DRIVE
PALM BEACH, FLORIDA 33480

3. The mailing address of the Company is:

190 LISGAR STREET
OTTAWA, ONTARIO, CANADA
OTTAWA ON K2P 0-C4 CD

4. The name and address of the registered agent of the Company is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301
USA

5. The Company is to be managed by one or more managers.

IN WITNESS WHEREOF, the undersigned authorized representative of DOUBLE U.S. LLC has executed these Articles of Organization this 21st day of January, 2009.



William Jay Shenkman
Manager

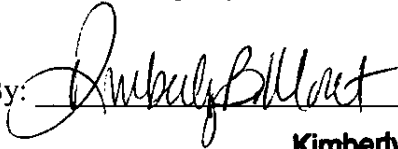
Registered Agent Acceptance

Registered Office and Agent:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: _____



Kimberly B. Moret
Assistant Vice President

Name and Title: _____

**PLAN OF CONVERSION
OF
DOUBLE U.S. INC.
INTO
DOUBLE U.S. LLC**

THIS PLAN OF CONVERSION (the "Plan of Conversion") is hereby adopted by **DOUBLE U.S. INC.**, a Florida corporation (the "Converting Corporation"), for the purpose of converting (the "Conversion") into **DOUBLE U.S. LLC**, a Florida limited liability company (the "New Company").

NOW, THEREFORE, the Converting Corporation hereby approves and adopts this Plan of Conversion providing for the Conversion as authorized by Section 607.1112 of the Florida Business Corporation Act (the "FBCA") and by Section 608.439 of the Florida Limited Liability Company Act (the "FLLCA") and upon the terms and subject to the conditions herein.

1. Conversion. On the Effective Date (as defined herein) of the Conversion, the Converting Corporation shall be converted into the New Company. Immediately thereafter, the separate corporate existence of the Converting Corporation shall cease. The Conversion shall become effective on the filing of the Certificate of Conversion with the Department of State of the State of Florida in accordance with the provisions of the FLLCA and the FBCA (the "Effective Date"). The Conversion was approved by the Converting Corporation in accordance with Chapter 607, Florida Statutes.

2. Officers and Managers. The persons who are officers of the Converting Corporation immediately prior to the Effective Date shall become the initial officers of the New Company. William J. Shenkman shall become the initial manager of the New Company.

3. Governing Documents. A copy of the Articles of Organization (the "Articles of Organization") of the New Company shall be attached to this Plan of Conversion as Exhibit A.

4. Name. The name of the New Company shall be **DOUBLE U.S. LLC**.

5. Addresses. The address of the Converting Corporation is 248 Sandpiper Drive, Palm Beach, Florida 33480. The address of the New Company shall be 248 Sandpiper Drive, Palm Beach, Florida 33480.

6. Registered Office and Registered Agent. The location of the Registered Office of the New Company shall be 1201 Hays Street, Tallahassee, Florida 32301. The name of the Registered Agent of the New Company at that address shall be Corporation Service Company (CSC).

7. Succession. On the Effective Date, the separate corporate existence of the Converting Corporation shall cease, and the New Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Converting Corporation, and all property, real, personal

and mixed, and all debts due to the Converting Corporation on whatever account and all other things in action, shall be vested in the New Company.

8. Conversion of Shares; Capitalization of New Company; Dissenter's Rights. On the Effective Date, by virtue of the Conversion and without any action on the part of the holder thereof:

(a) All of the shares of the Converting Corporation outstanding immediately prior to the Effective Date shall be converted into membership interests, in the amounts and of the type set forth in the operating agreement of the New Company.

(b) Pursuant to Section 607.1301 of the FBCA, there are no dissenting shareholders of the Converting Corporation because all the shareholders of the Converting Corporation have consented to this Plan of Conversion.

9. Other Provisions with Respect to the Conversion. All required acts shall be done in order to accomplish the Conversion under the provisions of the laws of the State of Florida.

10. Further Assurances. If at any time the New Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in the New Company the title to any property or rights of the Converting Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the Converting Corporation, as of the Effective Date of the Conversion, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the New Company and to otherwise carry out the provisions hereof.

11. Abandonment or Amendment. At any time prior to the filing of the Certificate of Conversion with the Department of State of the State of Florida, the proposed Conversion may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

12. Approval. This Plan of Conversion has been approved by, and the execution and delivery thereof authorized by, the sole shareholder and the sole director of the Board of Directors of the Converting Corporation.

13. Governing Law. This Plan of Conversion shall be governed by and construed in accordance with the laws of the State of Florida.

14. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Conversion.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS HEREOF, the undersigned has caused this Plan of Conversion to be signed on its behalf by its President on January 21, 2009.

DOUBLE U.S. INC.,
a Florida corporation


By: 
Name: William J. Shenkman
Title: President

Exhibit A

Articles of Organization

**JOINT RESOLUTIONS
OF THE
SHAREHOLDERS AND SOLE DIRECTOR
OF
DOUBLE U.S. INC.**

(In Lieu of Meeting)

The undersigned, being the shareholders (the "Shareholders") and the sole member of the board of directors (the "Board") of **DOUBLE U.S. INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), pursuant to the provisions of Sections 607.0704 and 607.0821, respectively, of the Florida Business Corporation Act (the "FBCA"), and in lieu of holding a meeting of the Board and the Shareholders, do hereby agree and consent that when the Board and the Shareholders have signed this consent or a counterpart hereof, the resolutions set forth below, and each of them, shall be deemed to have been approved and adopted to the same extent and to have the same force and effect as if approved and adopted at a meeting of the Shareholders and the Board of the Corporation, duly called, convened and held for the purpose of acting upon such resolutions. The following resolutions are hereby approved and adopted:

Approval of the Plan of Conversion.

WHEREAS, the officers and the directors of the Corporation have reviewed the terms and provisions of the Plan of Conversion (the "Plan of Conversion") pursuant to which the Corporation will convert (the "Conversion") into **DOUBLE U.S. LLC**, a Florida limited liability company, a copy of which is attached hereto as **Exhibit A**; and

WHEREAS, the Board deems the Conversion and the Plan of Conversion to be advisable and in the best interests of the Corporation and the Shareholders, and desires to have the Certificate of Conversion (the "Certificate of Conversion") and the Articles of Organization ("Articles"), attached hereto as **Exhibit B**, filed with the Department of State of the State of Florida; and

WHEREAS, the Shareholders have determined that the Conversion and the Plan of Conversion are advisable and in the best interests of the Corporation and the Shareholders and therefore desire to have the Certificate of Conversion and the Articles filed with the Department of State of the State of Florida.

NOW, THEREFORE, BE IT RESOLVED, that the Board has reviewed the form, terms and provisions of the Plan of Conversion, Certificate of Conversion and Articles and believes that they are advisable and in the best interests of the Corporation and the Shareholders and submits the Plan of Conversion, Certificate of Conversion and the Articles to the Shareholders for approval and adoption; and

RESOLVED FURTHER, that the Shareholders have reviewed the form, terms and provisions of the Plan of Conversion, Certificate of Conversion and the Articles and the Shareholders hereby approve the Plan of Conversion, the Certificate of Conversion, the Articles and the Conversion in all respects; and

RESOLVED FURTHER, that the Certificate of Conversion be, and hereby is, adopted to effect and reflect the Plan of Conversion in accordance with the provisions of Section 607.1112 of the FBCA and pursuant to Section 608.439 of the Florida Limited Liability Company Act (the "Act") and its subsections; and

RESOLVED FURTHER, that the President of the Corporation be, and hereby is, authorized, empowered and directed in the name and on behalf of the Corporation to enter into, execute and deliver the Plan of Conversion in substantially the form hereby approved; and

RESOLVED FURTHER, that in entering into and executing the Plan of Conversion, that the President of the Corporation be, and hereby is, authorized and empowered to make such changes in, deletions from or additions to the Plan of Conversion, not contrary to the general tenor thereof, as he or she shall approve, such approval to be conclusively evidenced by such execution; and

RESOLVED FURTHER, that the President or other officer of the Corporation be, and hereby is, authorized, empowered and directed to execute and deliver such other and further documents, agreements, certificates or instruments in the form required by law, and to take all steps and perform all such acts and things as may appear in his or her discretion to be necessary or advisable to effectuate and consummate the Plan of Conversion and all transactions contemplated therein, according to the terms and provisions thereof and as may be required by law; and

RESOLVED FURTHER, that the President or other officer of the Corporation be, and hereby is, authorized, empowered and directed to execute and file the Certificate of Conversion with the Department of State of the State of Florida; and

RESOLVED FURTHER, that the President or other officer of the Corporation be, and hereby is, authorized, empowered and directed to file the Certificate of Conversion (after receiving a copy of the Certificate of Conversion and the Articles stamped "Filed" by the Department of State of the State of Florida) in the permanent corporate minute books of the Corporation.

General Ratification and Authorization.

RESOLVED FURTHER, that in addition to and without limiting the foregoing, the proper officers of the Corporation be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Corporation, to take, or cause to be taken, such further action, and to execute and deliver and file, or cause to be delivered or filed, all such instruments and documents as he or she may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be, by or under the direction of the President or the Secretary of the Corporation), and all actions heretofore taken by the directors, officers and agents of the Corporation in connection with the matters addressed or referred to herein be, and they hereby are, approved, ratified and confirmed in all respects as the act and deed of the Corporation.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed these Joint Resolutions as of
this 21st day of January, 2009.

SOLE DIRECTOR:



William Jay Shenkman

SHAREHOLDERS:

Baix Developments Inc.



By: Kevin McCrann
Its: President

Winter Estates Limited



By: William Jay Shenkman
Its: Director

EXHIBIT A
PLAN OF CONVERSION

EXHIBIT B
ARTICLES OF ORGANIZATION