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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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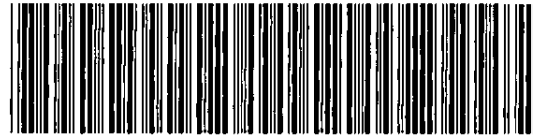
(Business Entity Name)

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B. KOHR  
MAR - 4 2009  
EXAMINER

Charter Number Only

3/3

William L. Whitacre

Requestor's Name

730 Mojave Trail

Address

Maitland, FL 32757

City

State

ZIP

Phone

(407) 943-1000.

VALIDATION ONLY

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TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Conversion Haxan Films, Inc to  
Haxan Films, LLC

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                      |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                        |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Annual Report   | <input checked="" type="checkbox"/> Other <b>LLC</b> |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent  |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal      |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem             |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up          |
|  | <input type="checkbox"/> After 4:30      | <input type="checkbox"/> Mail Out                    |

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**CERTIFICATE OF CONVERSION**  
**For**  
**"OTHER BUSINESS ENTITY"**  
**Into**  
**FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

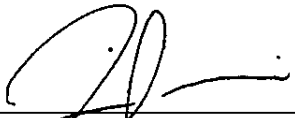
1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **HAXAN FILMS, INC.**
2. The "Other Business Entity" is for a profit corporation first organized under the laws of the State of Florida on September 23, 1996.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

**HAXAN FILMS, LLC**

4. The effective date of the new Florida Limited Liability Company, HAXAN FILMS, LLC shall be the date of the filing of the Articles of Organization by the Florida Department of State.

Signed this the 27th day of February 2009.

ROBIN COWIE

  
\_\_\_\_\_  
By: Robin Cowie  
Its: Member and Manager

Robin Cowie is also Vice President of HAXAN FILMS, INC.

**ARTICLES OF ORGANIZATION**

**HAXAN FILMS, LLC**

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE ONE**

**Name**

The name of this company shall be HAXAN FILMS, LLC.

**ARTICLE TWO**

**Commencement and Duration of Existence**

This company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State, Division of Corporations.

The period of this company's duration shall be perpetual, and shall survive the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member.

The fiscal year for the first year of operation of this company shall end on December 31, 2009, and the fiscal year of this company in all other years of its operation shall end on the 31st day of December of each calendar year.

**ARTICLE THREE**

**Address**

The street address for the principal place of business of the company is:

730 Mojave Trail  
Maitland, FL 32751

THESE ARTICLES PREPARED BY:  
William L. Whitacre, Esquire/ Florida Bar No. 0170693  
730 Mojave Trail  
Maitland, FL 32751

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TALLAHASSEE, FLORIDA  
STATE

**ARTICLE FOUR**  
**Registered Agent and Office**

The name and street address of the initial Registered Agent and Office for this company is as follows:

William L. Whitacre  
730 Mojave Trail  
Maitland, FL 32751

**ARTICLE FIVE**  
**Admission of Additional Members Terms and Conditions of such Admissions**

Additional Members shall be admitted only upon the approval and consent of the Manager of the Company, and the execution by such new Member of a Production Funding Subscription Agreement for an equity interest in the motion picture "PROBED" offered by this Company pursuant to an exempt-from-registration Private Placement Offering, and the execution of the Operating Agreement of this Company.

**ARTICLE SIX**  
**Right to Continue**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member of the Company, or the occurrence of any other event that terminates the continued membership of a Member of the Company, the Managers may continue the business of the Company.

Upon the termination of the continued membership of a Member, the business of the Company shall be continued for the benefit of all the remaining Members and for the benefit of any transferee, assignee, or beneficiary of the Member whose membership has terminated.

**ARTICLE SEVEN**  
**Management of the Company**

Initially, two (2) Managers shall manage the business of the Company, which shall be a manager-managed company. The initial Managers of this Company, who shall also be Members of the Company, who are to serve until the first annual meeting of Members or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Gregg Hale	730 Mojave Trail Maitland, FL 32751
Robin Cowie	730 Mojave Trail Maitland, FL 32751
Eduardo Sanchez	730 Mojave Trail

Maitland, FL 32751

**ARTICLE EIGHT**  
**Amendment of Articles of Organization**

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, and shall be signed and sworn to by all Members of the Company.

In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

**ARTICLE NINE**  
**Regulation of the Company**

The power to adopt, alter, amend or repeal the Regulations of this limited liability company shall be vested in the Managers of this Company. Regulations adopted by the Managers of this Company may be repealed or altered, and the Managers may adopt new Regulations.

**ARTICLE TEN**  
**Informal Action of Managers**

Any action of the Managers authorized to be taken by these Articles of Organization, and the Operating Agreement adopted incident hereto, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Managers, and filed with the records of the Company.

**ARTICLE ELEVEN**  
**Contracting Debt**

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managers.

**ARTICLE TWELVE**  
**Transferability of Member's Interest**

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner permitted in the Operating Agreement. Upon such transfer or assignment, or upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company, or the occurrence of any other event which terminates the continued membership of a Member of the Company, being duly evidenced to the Managers of this Company, the assignee, transferee, or beneficiary shall be recorded as a Member of this Company and shall be entitled to receive the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

### **ARTICLE THIRTEEN**

#### **Withdrawal or Reduction of Member's Contribution of Capital**

A Member shall not receive out of the Company's property any part of his, her or its contribution to capital until all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company is available to pay them. A Member shall be entitled to the return of his or its contribution only from distributions of gross proceeds of the Company, and to his or its equity sharing distributions, in the manner provided for in the Operating Agreement.

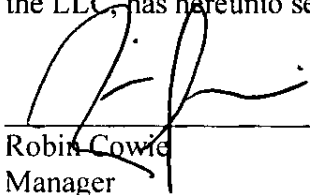
### **ARTICLE FOURTEEN**

#### **Operating Agreement**

There shall be an Operating Agreement limiting the number of Members of this Company, setting forth the conditions for becoming a Member of this Company, setting forth the terms and conditions pursuant to which this Company shall be capitalized by contributions of capital and/or services of Members, through an exempt-from-registration Private Placement Offering providing for the equity structure of all owners of equity in the Company, the manner in which capital contributions shall be returned, and the manner of profit sharing between Members of this Company. The structure, terms, and conditions of the Operating Agreement shall be approved by the Managers of this Company prior to the acceptance by this Company of any capital contribution. Upon the acceptance of any capital contribution by this Company, the structure, terms, and conditions of the Operating Agreement may not be modified except with the written consent of all Managers.

### **EXECUTION OF ARTICLES OF ORGANIZATION**

IN WITNESS of the foregoing Articles of Organization of this Florida limited liability company, HAXAN FILMS, LLC, the undersigned as Member and Manager of the LLC, has hereunto set his hand and seal this the 27<sup>th</sup> day of February 2009..

  
\_\_\_\_\_  
Robin Cowie  
Manager

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

**HAXAN FILMS, LLC**

Having been named as Registered Agent and to accept service of process for the Florida Limited Liability Company HAXAN FILMS, LLC, 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.

A handwritten signature in black ink, appearing to read 'W. L. Whitacre', written over a horizontal line.

William L. Whitacre  
730 Mojave Trail  
Maitland, FL 32751

REGISTERED AGENT  
HAXAN FILMS, LLC