

L10000069830

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Collen

GAVE

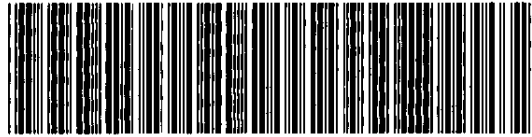
AUTHORIZATION BY PHONE TO

CORRECT signature line

DATE 7/1/10

DOC. EXAM. _____

Office Use Only



700182602017

06/30/10--01005--019 **150.00

FILED
10 JUN 30 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Collins JUL 1 - 2010

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: INTRINSIC DESIGNS, L.L.C.

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

E. Rollins Brown II

(Contact Person)

Brown & Brown, L.L.P.

(Firm/Company)

1626 90th Avenue

(Address)

Vero Beach, FL 32966

(City, State and Zip Code)

colleen@brownllp.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

E. Rollins Brown II

(Name of Contact Person)

at (772) 226-3600

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

PLAN OF CONVERSION

10 JUN 30 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following plan of conversion is submitted in compliance with Section 607.1112 of the Florida Business Corporation Act (the "Act"):

1. The name, form and jurisdiction of the organization **before conversion** is:

**Intrinsic Designs, Inc.,
a Florida corporation
Doc. No. P00000113596**

2. The name, form and jurisdiction of the organization **after conversion** is:

**Intrinsic Designs, LLC
a Florida limited liability company**

3. Upon the conversion becoming effective, **Intrinsic Designs, LLC**, shall be governed by the terms and provisions of the Florida Limited Liability Company Act and an Operating Agreement amongst the members.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration money, interests in the converted organization, and other consideration are as follows:

Intrinsic Designs, Inc., a Florida corporation (the "Corporation"), has one (1) shareholder, **Jill Shevlin**, owning one hundred percent (100%) of the Corporation's issued and outstanding stock, and is hereinafter referred to as the "Shareholder."

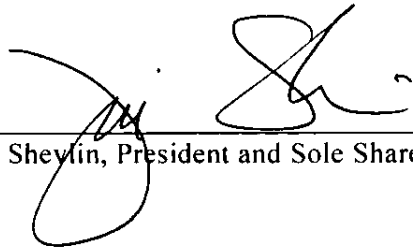
Upon the conversion becoming effective, all of the Corporation's issued and outstanding shares shall be converted into proportionate percentages of membership interests in **Intrinsic Designs, LLC** (the "Members").
5. A copy of the Articles of Organization for **Intrinsic Designs, LLC** as shall be filed with the Florida Department of State are attached hereto as Exhibit A. The Articles of Organization, the Certificate of Conversion and the Plan of Conversion were approved and adopted by the Shareholder and the Board of Directors by unanimous written consent on **May 18, 2010**.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the Shareholder of the corporation to be converted.
7. The signatures of the Shareholder of the corporation to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of their authority to execute and deliver such instruments or documents.

IN WITNESS WHEREOF, this Plan of Conversion is effective this 24 day
of ~~May~~, 2010.

JUNE

REQUIRED SIGNATURES:

Signature of Member or Authorized Representative:



Jill Shevlin, President and Sole Shareholder

ARTICLES OF ORGANIZATION OF INTRINSIC DESIGNS, LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 Florida Statutes, hereby makes, acknowledges and files the following articles of organization.

ARTICLE I

Name

The name of the limited liability company is **INTRINSIC DESIGNS, LLC**

ARTICLE II

Term of Existence

This limited liability company shall have perpetual existence commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE III

Initial Principal Office

The mailing address and street address of the principal office of the limited liability company is

2686 U.S. Highway 1
Vero Beach, Florida 32960

The members may from time to time, change the street and post office address of the company, as well as the location of its principal office.

ARTICLE IV


Registered Agent, Registered Office and Registered Agent's Signature

The name and Florida street address of the registered agent are:

E. Rollins Brown II, Esq.
Brown & Brown, L.L.P.
1626 90th Avenue
Vero Beach, Florida 32966

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 in Chapter 608, F.S.

Signed:



E. Rollins Brown II, Esq.

ARTICLE V

Additional Members

The members have the rights to admit additional members upon written consent by a majority of the members as to the admission of an additional member.

ARTICLE VI

Continuation of Business

The remaining members of the limited liability company have the right to continue the business upon the dissociation of a member or the occurrence of any event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII

Management

The limited liability company is to be managed by one or more managers. Jill Shevlin shall serve as initial sole manager.

ARTICLE VIII

Indemnification

Pursuant to Section 608.4229 of the Act and the Operating Agreement of the Company, 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 IX

Amendment

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

ARTICLE X

Operating Agreement

This limited liability company and its members are governed by an Operating Agreement which has been executed and is located at the principal place of business.

ARTICLE XI

Nature of Business


This limited liability company is formed for the purpose of transacting any or all lawful business.

ARTICLE XII
Initial Members

The initial members of this limited liability company are:

Jill Shevlin 100%

(In accordance with §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.)

Signed: 
E. Rollins Brown II, ESQ., *Authorized Representative of Member(s)*

Date: May 17, 2010.

These Articles of Organization prepared on May 14, 2010 by:

E. Rollins Brown II, Esq.
Brown & Brown, L.L.P.
1626 90th Avenue
Vero Beach, Florida 32966

Tel. 772.226.3600
Fax. 772.226.3601

Email: ERB@Brownllp.com
Web: www.Brownllp.com

FILED
10 JUN 30 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA