

U10000100050

(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:

Office Use Only



200185715942

09/23/10--01031--016 \*\*185.00

2010 SEP 23 PM 5:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

T. CLINE

SEP 24 2010

EXAMINER

**GREEN SCHOENFELD & KYLE LLP**  
ATTORNEYS AT LAW

1380 ROYAL PALM SQUARE BOULEVARD  
FORT MYERS, FLORIDA 33919  
TELEPHONE: (239) 936-7200  
FAX: (239) 936-7997

E-mail: [kevinkyle@gskattorneys.com](mailto:kevinkyle@gskattorneys.com)

**Bruce D. Green**

Florida Board Certified Tax Attorney

**Lowell S. Schoenfeld**

Florida Board Certified Wills, Trusts & Estates Attorney

**Kevin A. Kyle**

Florida Board Certified Wills, Trusts & Estates Attorney

Florida Board Certified Tax Attorney

**John B. Fassett**  
Of Counsel

September 21, 2010

**VIA FEDERAL EXPRESS**

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

Re: Conversion of Formosa Sunrise Corporation

Dear Sir or Madame:

I enclose for filing with the Florida Secretary of State's office a Certificate of Conversion and Articles of Organization for the referenced entity.

I also enclose a check in the amount of \$185.00 for the filing, certified and certificate of status fees. Please return all correspondence concerning this matter to me at the above address.

If you have any questions regarding these documents, please call me.

Very truly yours,

  
Kevin A. Kyle  
For the Firm

KAK/jlb

Enclosures

cc: Mr. and Mrs. Wen-Jong Wu (w/o encls.)  
3587.003/4496

FILED  
2010 SEP 23 PM 4:58  
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:

Formosa Sunrise Corporation

L48575  
(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 February 8, 1990

(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:

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

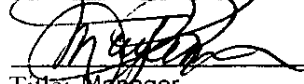
Formosa Sunrise, LLC

(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 25<sup>th</sup> day of December 20 09.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative:   
Printed Name: Maylene Kiang Wu Title: Manager

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature:   
Printed Name: Wen-Jong Wu Title: President

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

2010 SEP 23 PM 12:50  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an 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**

**Formosa Sunrise, LLC**

**A Florida Limited Liability Company**

1. **Name.** The name of this limited liability company is Formosa Sunrise, LLC (the "Company"), and it shall be formed as a Florida limited liability company under Chapter 608, Florida Statutes.

2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

4. **Place of Business.** The mailing address and street address of the Company's principal office are 14975 Technology Court, Fort Myers, Florida 33912.

5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Wen-Jong Wu. The street address of the initial registered agent of the Company is 14975 Technology Court, Fort Myers, Florida 33912.

6. **Management of the Company.** The Company shall be managed by a manager or managers and is, therefore, a manager-managed company. The initial Managers of the Company shall be Wen-Jong Wu and Maylene Kiang Wu.

7. **Additional Members.** Except as otherwise provided in an Operating Agreement adopted for the Company, additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. **Operating Agreement.** The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

9. **Voting.** The Company is authorized to issue membership units with voting rights and membership units without voting rights.

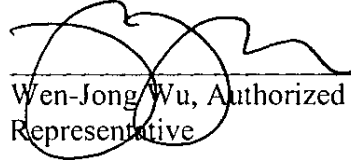
10. **Certificated Interests.** The members' interests in the Company may be evidenced by certificates.

2010 SEP 23 PM 5:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

11. Transfer of Interest. Except as otherwise provided in an Operating Agreement adopted for the Company, no member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization effective as of December 25, 2009. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
Wen-Jong Wu, Authorized  
Representative

FILED  
SEP 23 PM 12:58  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**Acceptance by Registered Agent**

Having been named Registered Agent and designated to accept service of process for Formosa Sunrise, LLC, at the place designated herein, and being familiar with the obligations of that position, 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.

  
Wen-Jong Wu, Registered Agent

Dated: December 25, 2009