

L11000091978

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

P1-65839

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

WILKONT
32903

AUG 10 2011

EXAMINER

Office Use Only



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06/14/11--01037--005 **155.00

2011 AUG -9 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CALANDRINO LAW FIRM

301 EAST PINE STREET
SUITE 950
ORLANDO, FLORIDA 32801

TEL 407.601.4905
FAX 407.601.4910
www.floridabusinesslaw.com

June 10, 2011

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

Re: Who Are Ya Designs, Inc. Conversion
Document No.: P10000065839

Dear Sir or Madam:

I have enclosed a certificate of conversion and articles of organization for the conversion of Who Are Ya Designs, Inc. into a Florida limited liability company. I have enclosed a check in the amount of \$155.00 to cover the filing fees and certificate of status fee.

If you require anything further to process this filing, please let me or Brittney Bogan know.

Very truly yours,



Amy M. Guy, CP, FRP
Paralegal

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 17, 2011

CALANDRINO LAW FIRM
ATTN: AMY M. GUY
301 EAST PINE STREET SUITE 950
ORLANDO, FL 32801

SUBJECT: WHO ARE YA DESIGNS, LLC
Ref. Number: W11000032903

We have received your document for WHO ARE YA DESIGNS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by the converting entity and the resulting entity.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 411A00014813

CALANDRINO LAW FIRM

301 EAST PINE STREET
SUITE 950
ORLANDO, FLORIDA 32801

TEL 407.601.4905
FAX 407.601.4910
www.floridabusinesslaw.com

June 30, 2011

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

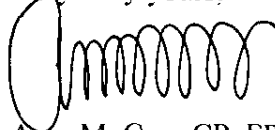
Re: Who Are Ya Designs, Inc. Conversion
Document No.: P10000065839

Dear Sir or Madam:

Pursuant to your enclosed letter, I have enclosed the modified certificate of conversion that meets your requirements. Please file this with the articles previously sent. I also provided a check in the amount of \$155.00 with the previous package.

If you require anything further to process this filing, please let me or Brittney Bogan know.

Very truly yours,



Amy M. Guy, CP, FRP
Paralegal

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2011

CALANDRINO LAW FIRM
ATTN: AMY M. GUY
301 EAST PINE STREET SUITE 950
ORLANDO, FL 32801

SUBJECT: WHO ARE YA DESIGNS, LLC
Ref. Number: W11000032903

We have received your document for WHO ARE YA DESIGNS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

Please check the date in section #2. Our records indicate the year being 2010.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 711A00016657

CALANDRINO LAW FIRM

301 EAST PINE STREET
SUITE 950
ORLANDO, FLORIDA 32801

TEL 407.601.4905
FAX 407.601.4910
www.floridabusinesslaw.com

July 21, 2011

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

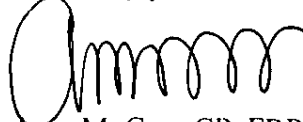
Re: Who Are Ya Designs, Inc. Conversion
Document No.: P10000065839

Dear Sir or Madam:

Pursuant to your enclosed letter, I have enclosed the modified certificate of conversion to meets your requirements. Please file this with the articles previously sent. I also provided a check in the amount of \$155.00 with the previous package.

If you require anything further to process this filing, please let me or Brittney Bogan know.

Very truly yours,



Amy M. Guy, CP, FRP
Paralegal

Enclosures

**Certificate of Conversion
For
Who Are Ya Designs, Inc.
Into
Who Are Ya Designs, LLC**

2011 AUG -9 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, pursuant to the provisions of Section 608.439 of the Florida Statutes, for the purpose of converting Who Are Ya Designs, Inc. into a limited liability company under the laws of Florida, sets forth the following articles of organization:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Who Are Ya Designs, Inc. .
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on August 9, **2010**.
3. The name of the Florida Limited Liability Company as set forth in the attached Article of Organization is Who Are Ya Designs, LLC.
4. The effective date is June 10, 2010.
5. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of Section 608.439 of the Florida Statutes in effecting the conversion.
6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed, or incorporated.

Individuals signing affirm that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.55 of the Florida Statutes.

WHO ARE YA DESIGNS, INC.

By: 

Monique B. Williams
President/Director

WHO ARE YA DESIGNS, INC.

By: 

Christopher D. Williams
Vice-President/Director

WHO ARE YA DESIGNS, LLC

By: 

Monique B. Williams
Managing Member

WHO ARE YA DESIGNS, LLC

By: 

Christopher D. Williams
Managing Member

**Articles of Organization
of
Who Are Ya Designs, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming of a limited liability company under the laws of Florida, sets forth the following articles of organization:

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TALLAHASSEE, FLORIDA

1. Name

The name of the limited liability company is Who Are Ya Designs, LLC (the "Company").

2. Period of Duration

Unless earlier terminated under the Act or the Company's operating agreement, the duration of the company is perpetual.

3. Purpose

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Addresses

The mailing address for the Company is:

Calandrino Law Firm, P.A.
301 East Pine Street, Suite 950
Orlando, Florida 32801

and the street address of the place of business for the Company is:

Who Are Ya Designs, LLC
4651 36th Street, Suite 600
Orlando, Florida 32811

These addresses may be changed from time to time as provided in the Company's operating agreement.

5. Registered Agent

The initial registered agent in Florida for the Company is:

Calandrino Law Firm, P.A.
301 East Pine Street, Suite 950
Orlando, Florida 32801

6. Capital Contributions.

The members may contribute capital to the Company in the manner prescribed by the Company's operating agreement and as it may be amended from time to time in accordance with its terms.

7. Members

The Company shall have at least one member at all times and may admit additional members upon the prior, unanimous written agreement of all then-existing members or as the Company's operating agreement may otherwise provide.

8. Continuity of Business

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent the Company's remaining members.

9. Management

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and may have the authority normally associated with these positions under corporate law or as otherwise described in the Company's operating agreement. The Company may also designate persons as directors under the operating agreement. These directors shall act in a manner similar to the directors of a corporation or as otherwise described in the Company's

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TALLAHASSEE, FLORIDA


operating agreement. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The name of the initial manager, who may serve until the first annual meeting of the members or until his successor is elected and qualified, and his designation is as follows:

Name	Title
Monique B. Williams	Manager
Christopher D. Williams	Manager

10. Indemnification


Except as expressly provided in the Company's operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.


Dated: June 10, 2011.


Jennifer L. Andrews
Authorized Representative of the Members

STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 10th day of June, 2011 by Jennifer L. Andrews, who is personally known to me.

NOTARY PUBLIC-STATE OF FLORIDA
 Amy M. Guy
Commission # DD724011
Expires: DEC. 01, 2011
BONDED THRU ATLANTIC BONDING CO., INC.



Amy M. Guy
Notary Public – State of Florida
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent Acceptance

Calandrino Law Firm, P.A. is familiar with and accepts the duties and responsibilities for said limited liability company.

CALANDRINO LAW FIRM, P.A.

By: 
Jennifer L. Andrews
For the Firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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[illegible]

Sworn to or subscribed before me on this 10th day of June, 2011, by Jennifer L. Andrews as duly authorized agent of Calandrino Law Firm, P.A., who is personally known to me.

Ammeys

Amy M. Guy
Notary Public – State of Florida
My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
 Amy M. Guy
 Commission # DD724011
 Expires: DEC. 01, 2011
BONDED THRU ATLANTIC BONDING CO., INC.