

L120601034S7

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

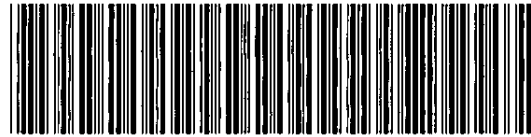
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100298002981

FILED  
17 APR 20 AM 6:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
2017 APR 20 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. SCOTT

APR 21 2017

Account#: I20000000088

Date: 04/20/2017

Name: Michelle Walker

Reference #: T009414

ENTITY NAME: CHABAN WELLNESS, LLC

- ☐ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Annual Report
- ☐ Change of Agent
- ☐ Reinstatement
- ☒ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☐ Other: \_\_\_\_\_

FILED  
17 APR 20 AM 6:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return a copy of this cover letter with the evidence. Thanks!

Authorized Amount: \$35

Please call Michelle at 518-213-0737

Signature: Michelle Walker

if authorized amount is incorrect.

Account#: I20000000088

Date: 04/20/2017

Name: Michelle Walker

Reference #: T009414

ENTITY NAME: CHABAN WELLNESS, LLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: \_\_\_\_\_

FILED  
17 APR 20 AM 6:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return a copy of this cover letter with the evidence. Thanks!

Authorized Amount: \_\_\_\_\_

Please call Michelle at 518-213-0737

Signature: \_\_\_\_\_

if authorized amount is incorrect.

**ARTICLES OF CONVERSION  
FOR  
CONVERSION OF  
A FLORIDA LIMITED LIABILITY COMPANY  
INTO  
A FOREIGN LIMITED LIABILITY COMPANY**

*These Articles of Conversion and the attached Articles of Organization are submitted to convert the following foreign limited liability company into a Florida limited liability company in accordance with Section 605.1041 through 605.1046, F.S.:*

1. The name, jurisdiction of formation, and type of entity of the Florida entity (the "Converting Entity") immediately prior to the Effective Time (as defined below) is:

Name	Jurisdiction of Formation	Type of Entity
Chaban Wellness LLC	Florida	limited liability company

2. The name, jurisdiction of formation, and type of entity of the resulting entity (the "Converted Entity") immediately after the Effective Time is:

Name	Jurisdiction of Formation	Type of Entity
Chaban Wellness, LLC	Delaware	limited liability company

3. The plan of conversion has been approved in accordance with Section 605.1041-605.1046.

4. The address to which the department may send any process served on the department pursuant to Section 605.0117 and Chapter 48 of the Florida statutes is:

657 South Drive  
Suite 403  
Miami Springs, FL 33166

The Converted Entity has agreed to pay all of the members of any limited liability company with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061 through 605.1072, F.S.

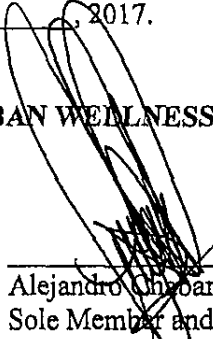
5. The effective time (the "Effective Time") of the conversion is at 12:00 a.m., local time, on the date of filing the required documents with the Florida and Delaware Departments of State.

[Remainder of page intentionally left blank.]

FILED  
17 APR 20 AM 6:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 19th day of April, 2017.

CHABAN WELLNESS LLC

By:   
Name: Alejandro Chaban  
Title: Sole Member and Manager

FILED  
17 APR 20 AM 6:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### PLAN OF CONVERSION

The following Plan of Conversion is submitted in compliance with the Florida Limited Liability Company Act (the "Act"):

1. The name, form and jurisdiction of the organization before conversion is CHABAN WELLNESS LLC, a Florida limited liability company.
2. The name, form and jurisdiction of the organization after conversion is CHABAN WELLNESS, LLC, a Delaware limited liability company.
3. Upon the conversion becoming effective, CHABAN WELLNESS, LLC shall be governed by the terms and provisions of the Delaware Limited Liability Company Act.
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 or interests in the converted organization are as follows:

CHABAN WELLNESS LLC, a Florida limited liability company (the "FL Company"), has one member, ALEJANDRO CHABAN (the "Member"), who owns one hundred percent (100%) of the FL Company's issued and outstanding Membership Interests. Upon the conversion becoming effective, all of the FL Company's issued and outstanding Membership Interests shall be converted into an identical number of Membership Interests in CHABAN WELLNESS, LLC, a Delaware limited liability company (the "DE Company").

5. A copy of the Certificate of Formation for CHABAN WELLNESS, LLC, a Delaware limited liability company (the "DE Company"), as attached hereto as *Exhibit A* shall be filed with the Delaware Department of State. The Certificate of Formation, the Certificate of Conversion and the Plan of Conversion were approved and adopted by the sole Member of the FL Company by written consent on December 20, 2016.

This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the Member of the FL Company to be converted.

The signature of the Member of the FL Company 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 his authority to execute and deliver such instruments or documents.

IN WITNESS WHEREOF, this Plan of Conversion is effective this 20th day of April, 2017.

THE FL COMPANY:

CHABAN WELLNESS LLC,  
a Florida limited liability company

By: Alejandro Chaban, Sole Member

THE DE COMPANY:

CHABAN WELLNESS, LLC,  
a Delaware limited liability company

By: Alejandro Chaban, Sole Member

FILED  
APR 20 11 06 AM '17  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO  
A DELAWARE LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 18-214 OF  
THE LIMITED LIABILITY COMPANY ACT**

1. The jurisdiction where the Non-Delaware Limited Liability Company first formed is Florida.
2. The jurisdiction immediately prior to filing this Certificate is Florida.
3. The date the Non-Delaware Limited Liability Company first formed is August 10, 2012.
4. The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is CHABAN WELLNESS LLC.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is CHABAN WELLNESS, LLC.
6. This Certificate of Conversion, and the conversion of CHABAN WELLNESS LLC, a Florida limited liability company, into CHABAN WELLNESS, LLC, a Delaware limited liability company, pursuant to this Certificate of Conversion, shall each become effective on the date of filing the required documents with the Florida and Delaware Departments of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 19th day of April, 2017.

**CHABAN WELLNESS, LLC**

Signature: \_\_\_\_\_  
Name: Alejandro Chaban  
Title: Sole Member and Manager

**FILED**  
**17 APR 20 AM 6:49**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE OF FORMATION  
OF  
CHABAN WELLNESS, LLC

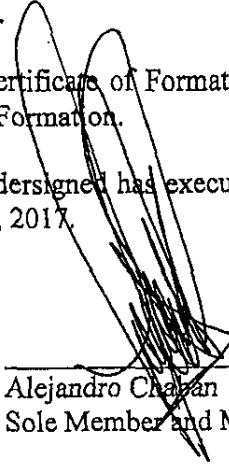
*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Delaware, pursuant to the Delaware Limited Liability Company Act (the "Act"), hereby adopts the following Certificate of Formation:*

1. The name of the Limited Liability Company is CHABAN WELLNESS, LLC (the "Company").

2. The street address of the initial registered office of the Company in the State of Delaware is 3411 Silverside Road, Rodney Building, Suite 104, Wilmington, New Castle County, Delaware 19810, and the name of the initial registered agent of the Company at that address is Corporate Creations Network, Inc.

3. The effective time of this Certificate of Formation shall be at 12:00 a.m., local time, on the date of filing this Certificate of Formation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the 19th day of April, 2017.

  
\_\_\_\_\_  
Alejandro Chaban  
Sole Member and Manager

FILED  
17 APR 20 AM 6:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA