

L12000140633

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

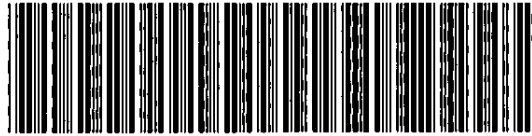
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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MAR 01 2017

2017 FEB 28 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 522925 4302407

AUTHORIZATION

COST LIMIT : \$ 25.00

ORDER DATE : February 24, 2017

ORDER TIME : 9:42 AM

ORDER NO. : 522925-005

CUSTOMER NO: 4302407

DOMESTIC AMENDMENT FILING

NAME: FPV MANUALS LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FPV Manuals LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Paul Vincenti

Contact Person

Vincenti & Vincenti, P.C.

Firm/Company

61 Broadway, Suite 1310

Address

New York, NY

City, State and Zip Code

paul.vincenti@vincenti.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paul Vincenti or Hannah Scheckelhoff

at (212) 509-4600

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
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

CR2E106 (07/14)

Articles of Conversion
For
Florida Limited Liability Company
Into
"Converted or Other Business Entity"

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

FPV Manuals LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Converted or Other Business Entity" is:

FPV Holdings LLC

Enter Name of "Converted or Other Business Entity"

3. The "Converted or Other Business Entity" is a **LLC**
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Delaware**
(Enter state, or if a non-U.S. entity, the name of the country)
on **2/23/2017**
(Date of organization, formation or incorporation)

and the formation document is attached (if applicable).

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: **March 1, 2017**
(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 of the conversion under the laws governing the "Other Business Entity.")

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

FILED
2017 FEB 28 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

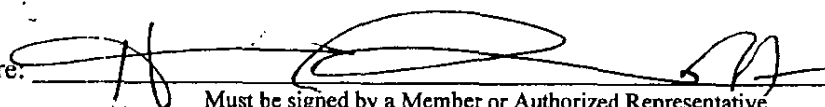
6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":

a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 1060 Goodrich Ave
Sarasota, FL 34236
Mailing Address: 1060 Goodrich Ave
Sarasota, FL 34236

7. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 23 day of February, 2017

Signature: 
Must be signed by a Member or Authorized Representative

Printed Name: Hannah E. Scheckelhoff, Esq. Title: Authorized Representative

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)

PLAN OF CONVERSION

This Plan of Conversion (this "Plan of Conversion") of FPV Manuals LLC, a Florida limited liability company ("FPV Manuals") is made and entered into effective as of February 23, 2017 in accordance with the terms of FPV Manuals' Operating Agreement dated as of February 20, 2012 (the "Operating Agreement"), the Florida Limited Liability Company Act and the Delaware Limited Liability Company Act.

RECITALS

A. FPV Manuals was formed on or about February 1, 2012 by the filing of Articles of Organization with the Secretary of State of New York. On or about November 5, 2012, FPV Manuals converted from a New York limited liability company to a Florida limited liability company. Under the terms of the Operating Agreement, FPV Manuals is managed by its sole Manager and Member, Tim Nilson, under whom all powers and authorities of FPV Manuals are exercised.

B. A conversion of a Florida limited liability company into a Delaware limited liability company may be made pursuant to s. 608.4403 and s. 605.1045 of the Florida Statutes and Sect. 18-214 of the Delaware Limited Liability Company Act.

C. The sole Member and Manager of FPV Manuals has approved the conversion of FPV Manuals into a Delaware limited liability company (the "Conversion") and the terms of this Plan of Conversion.

NOW, THEREFORE, FPV Manuals does hereby adopt this Plan of Conversion to effectuate the Conversion as follows:

1. Terms and Conditions of Conversion

a. The name of the converting entity is FPV Manuals LLC, and the name of the converted entity is FPV Holdings LLC. ("FPV Holdings").

b. The Conversion shall become effective on February 24, 2017 (the "Effective Time").

c. At the Effective Time, FPV Manuals shall continue its existence in the organizational form of a Delaware limited liability company – FPV Holdings. All the rights, privileges, and powers of FPV Manuals, including those set forth in the Operating Agreement, and all property of and all debts due to FPV Manuals, as well as all other things and causes of action belonging to FPV Manuals, shall remain vested in FPV Holdings and shall be the property of FPV Holdings. All actions and resolutions of the sole Manager and the Member, as applicable, taken or adopted from the inception of FPV Manuals prior to the Effective Time shall continue in full force and effect as if FPV Holdings' Managers and Members had taken such actions and adopted such resolutions. All rights of creditors and all liens upon any property of FPV Manuals shall be preserved unimpaired, and all debts, liabilities, and duties of FPV Manuals shall remain

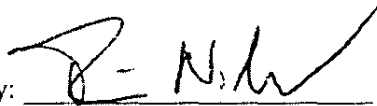
attached to FPV Holdings and may be enforced against FPV Holdings to the same extent as if said debts, liabilities, and duties had originally been incurred or contracted by FPV Holdings in its capacity as a Delaware limited liability company.

d. At the Effective Time, all outstanding membership interests ("Membership Interests") of FPV Manuals shall be automatically converted into Membership Interests of FPV Holdings.

2. Governing Law. This Plan of Conversion shall be governed by and construed under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned hereby adopts this Plan of Conversion as of the date set forth above.

FPV MANUALS LLC

By: 
Tim Nilson
Manager

The undersigned sole Member of FPV Manuals hereby executes, agrees to, and approves this Plan of Conversion as of the date set forth above.


Tim Nilson