

L12000153084

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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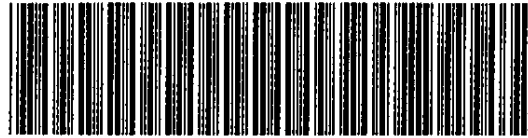
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/06/12--01024--002 **150.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan DEC - 7 2012

kenneth a. wenzel, p.a.
kwenzel@hnrwlaw.com
d - 561.862.4118
f - 561.862.4966

December 5, 2012

Via UPS Delivery - (850) 245-6051

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

Re: Charisma Ventures, Inc./ Charisma Ventures LLC – Conversion of
Other Business Entity to Florida Limited Liability Company
Our File No. MC050100.01

Ladies and Gentlemen:

With reference to the above captioned entity, included are the following items:

1. State of Florida cover letter and Certificate of Conversion for “Other Business Entity” into Florida Limited Liability Company; and
2. Articles of Organization for the resulting entity, Charisma Ventures LLC.

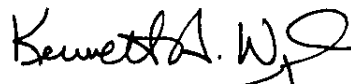
Also enclosed is our firm’s Check No. 3578 in the amount of \$150 payable to the Florida Division of Corporations which represents the filing fee for the Certificate of Conversion (\$25) and the Articles of Organization (\$125.00).

Please file these upon receipt, but note that there is a delayed effective date of December 31, 2012 in the Certificate of Conversion and the Articles of Organization.

If you have any questions regarding this filing, please do not hesitate to contact me. Thank you.

Very Truly Yours,

Hankins Northwood Roman Wenzel P.L.


Kenneth A. Wenzel

KAW/ecd
cc: Scott R. McQueen

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CHARISMA VENTURES LLC

(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:

Kenneth A. Wenzel

(Contact Person)

Hankins Northwood Roman Wenzel P.L.

(Firm/Company)

1800 N. Military Trail, Suite 160

(Address)

Boca Raton, Florida 33431

(City, State and Zip Code)

charisma_33432@yahoo.com

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

For further information concerning this matter, please call:

Scott R. McQueen

(Name of Contact Person)

at (561)

395-8903

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

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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:

CHARISMA VENTURES, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **Corporation**

(Enter entity type. Example: corporation, limited partnership, 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 **September 10, 1999**

(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:

Not Applicable

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

CHARISMA VENTURES LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: **December 31, 2012**

(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.)

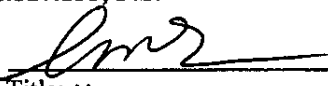
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 3rd day of December 2012.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 

Printed Name: Scott R. McQueen

Title: Manager

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: 

Printed Name: Scott R. McQueen

Title: President/Director

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

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
CHARISMA VENTURES LLC

ARTICLE I
NAME

The name of the limited liability company is CHARISMA VENTURES LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office of the Company are 431 E. Coconut Palm Road, Boca Raton, Florida 33432.

ARTICLE III
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent for service of process of the Company in the State of Florida are:

Scott R. McQueen
431 E. Coconut Palm Road
Boca Raton, Florida 33432

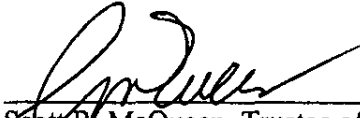
ARTICLE IV
MANAGEMENT

This Company shall be a manager-managed entity and the name of the initial manager of the Company is Scott R. McQueen.

ARTICLE V
DELAYED EFFECTIVE DATE

Pursuant to Section 608.409(2), Florida Statutes, the Company's existence shall commence on December 31, 2012.

IN WITNESS WHEREOF, the undersigned members have made and executed these Articles of Organization this 3rd day of December, 2012.



Scott R. McQueen, Trustee of the Scott R. McQueen Revocable Trust u/a/d December 19, 1989, as amended, and as last restated in its entirety on December 18, 2009, Member



Kathleen McQueen, Member

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE AGENT**

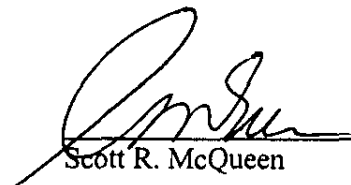
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE BELOW NAMED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is CHARISMA VENTURES LLC.
2. The name and Florida street address of the registered agent and office are:

Scott R. McQueen
431 E. Coconut Palm Road
Boca Raton, Florida 33432

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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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.



Scott R. McQueen