

L120VV156917

(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
B. KOHR

DEC 17 2012

EXAMINER



600242683146

12/17/12--01001--018 **180.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2012 DEC 14 PM 3:24
NOT RETURNED
TO AGENDAL EDGE
SUFFICIENCY OF FILING

FILED
12 DEC 14 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FAIRWAY EXECUTIVE, 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:

Melissa

(Contact Person)

ISL

(Firm/Company)

(Address)

Tallahassee, FL 32301

(City, State and Zip Code)

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

For further information concerning this matter, please call:

Melissa

at (

656-7956

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$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

FILED
12 DEC 14 PM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
OF
FAIRWAY EXECUTIVE, LLC
(a Delaware limited liability company)
INTO
FAIRWAY EXECUTIVE, LLC
(a Florida limited liability company)**

FILED
12 DEC 14 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion (this "Certificate") and the attached Articles of Organization are submitted to convert **Fairway Executive, LLC**, a Delaware limited liability company (the "Delaware Company") into **Fairway Executive, LLC**, a Florida limited liability company (the "Florida Company") in accordance with Section 608.439, Florida Statutes.

1. The name of the Delaware Company immediately prior to filing this Certificate is: **Fairway Executive, LLC.** *mq9000000556*

2. The Delaware Company (i.e. – the "Other Business Entity") is a limited liability company first organized under Delaware law on April 7, 1999, and it remains governed by the laws of the State of Delaware.

3. The name of the Florida Company, a Florida limited liability company, as stated in the attached Articles of Organization is **Fairway Executive, LLC.**

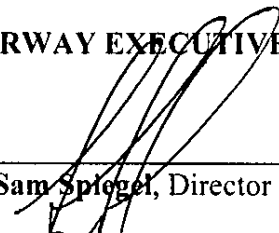
4. The conversion was approved by the Delaware Company in accordance with the laws of the State of Delaware and Chapter 608, Florida Statutes.

5. This Certificate is effective upon filing by the Florida Department of State.

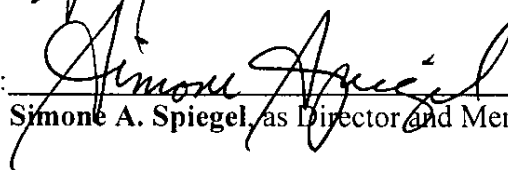
Signed on December 12 2012.

DELAWARE COMPANY:

FAIRWAY EXECUTIVE, LLC

By: 

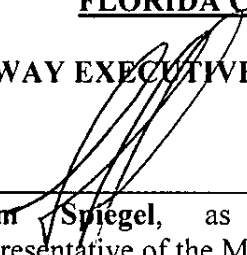
Sam Spiegel, Director and Member

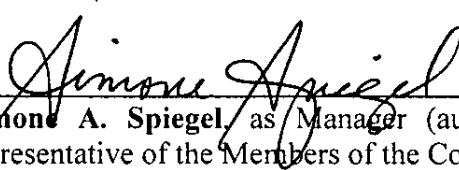
By: 

Simone A. Spiegel, as Director and Member

FLORIDA COMPANY:

FAIRWAY EXECUTIVE, LLC

By: 
Sam Spiegel, as Manager (authorized
representative of the Members of the Company)

By: 
Simone A. Spiegel, as Manager (authorized
representative of the Members of the Company)

PLAN OF CONVERSION

FAIRWAY EXECUTIVE, LLC
(a Delaware limited liability company)
INTO
FAIRWAY EXECUTIVE, LLC
(a Florida limited liability company)

The undersigned, being all the members of **Fairway Executive, LLC**, a Delaware limited liability company, adopt and approve the following Plan of Conversion and the organizational documents attached on **Exhibit A** in accordance with Florida Statute Section 608.439.

Article I – Organization Prior to Conversion

The name and form of the organization before conversion is:

Name of Organization: Fairway Executive, LLC
Form of Organization: Delaware limited liability company

Article II - Organization Following Conversion

The name and form of the organization after conversion is as follows:

Name of Organization: Fairway Executive, LLC
Form of Organization: Florida limited liability company

Article III - Terms and Conditions

The terms and conditions of the conversion are as follows:

Fairway Executive, LLC, a Delaware limited liability company (the “Delaware Company”) shall convert to Fairway Executive, LLC, a Florida limited liability company (the “Company”) (the “Conversion”). All of the rights, property and liability of the Delaware Company shall become the rights, property and liability of the Florida Company pursuant to the Conversion. Promptly following the approval of this Plan of Conversion by the members of the Delaware Company, the managers of the Florida Company and the managers of the Delaware Company shall file a Certificate of Conversion with the Florida Secretary of State, and a Certificate of Transfer with the Delaware Secretary of State.

Article IV - Basis and Manner of Converting Interests

The manner and basis of converting the interests in the Delaware Company into interests in the Florida Company or into other consideration are as follows:

The one hundred percent (100%) membership interest of SAM SPIEGEL and SIMONE A. SPIEGEL as tenants by the entirety in the Delaware Company shall be converted into a one percent (1.00%) voting interest and a forty-nine percent (49.00%) nonvoting interest in the

Florida Company owned by SAM SPIEGEL and SIMONE A. SPIEGEL, Co-Trustees of the SAM SPIEGEL REVOCABLE TRUST, created under agreement dated February 15, 1996, as amended, and a one percent (1.00%) voting interest and a forty-nine percent (49.00%) nonvoting interest in the Florida Company owned by SIMONE A. SPIEGEL and SAM SPIEGEL, Co-Trustees of the SIMONE ANN SPIEGEL REVOCABLE TRUST, created under agreement dated February 15, 1996, as amended.

The membership interests in the Florida Company shall be reflected in an operating agreement adopted by the members of the Florida Company.

Article V – Actions of Members

The undersigned members are each authorized and directed to (i) file any forms and documents required by the State of Florida to cause the Conversion, including, but not limited to, Articles of Organization and a Certificate of Conversion, and (ii) take any action deemed appropriate to carry out the intent and accomplish the purposes of this Plan of Conversion.

Article VI – Organizational Documents of the Converted Organization

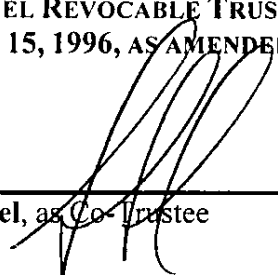
The organizational documents of the Florida Company are attached as **Exhibit A**.

The undersigned, all the members of the Delaware Company, approve this Plan of Conversion adopted without a meeting. This Plan of Conversion may be executed in counterparts and delivered by facsimile and email.

Effective December 12, 2012.

MEMBERS:

**SAM SPIEGEL REVOCABLE TRUST, DATED
FEBRUARY 15, 1996, AS AMENDED**



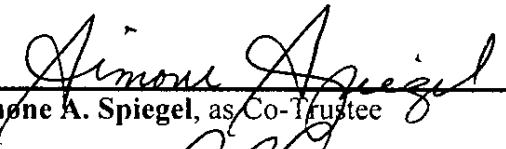
Sam Spiegel, as Co-Trustee



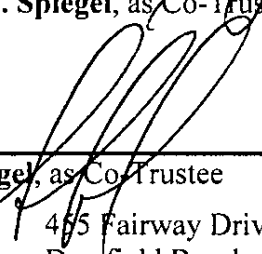
Simone A. Spiegel, as Co-Trustee

Address: 455 Fairway Drive, Suite 301
Deerfield Beach, FL. 33410

**SIMONE ANN SPIEGEL REVOCABLE TRUST,
DATED FEBRUARY 15, 1996, AS AMENDED**



Simone A. Spiegel, as Co-Trustee



Sam Spiegel, as Co-Trustee

Address: 455 Fairway Drive, Suite 301
Deerfield Beach, FL. 33410

Exhibit A
Organizational Documents
(See Attached)

ARTICLES OF ORGANIZATION
OF
FAIRWAY EXECUTIVE, LLC

FILED
12 DEC 14 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the authorized representatives of the organizing Members of a limited liability company under the Florida Limited Liability Company Act, hereby files these Articles of Organization, forming the Florida limited liability company described below.

ARTICLE I
NAME AND MANAGEMENT

The name of the limited liability company is "FAIRWAY EXECUTIVE, LLC" (the "Company"). The Company is manager-managed. The initial Managers of the Company are SAM SPIEGEL and SIMONE A. SPIEGEL, and the mailing address of both the Managers are the same: 455 Fairway Drive, Suite 301, Deerfield Beach, Florida 33410.

ARTICLE II
MAILING ADDRESS AND STREET ADDRESS

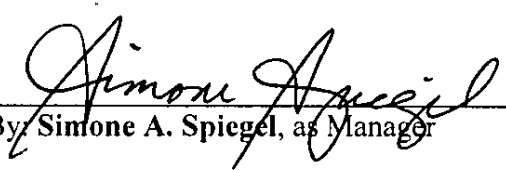
The mailing address and the street address of the principal office of the Company are the same: 455 Fairway Drive, Suite 301, Deerfield Beach, Florida 33410.

ARTICLE III
NAME AND STREET ADDRESS OF REGISTERED AGENT

The name of the initial registered agent of the Company for service of process in this state is SIMONE A. SPIEGEL. The street address of the initial registered agent of the Company is 455 Fairway Drive, Suite 301, Deerfield Beach, Florida 33410.

Signed by the undersigned authorized representatives of the organizing Members of the Company on December 12, 2012.

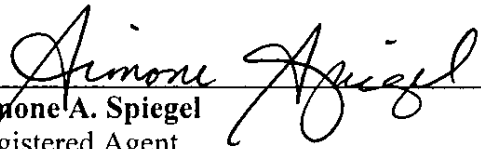
By:  as Manager

By:  as Manager

ACCEPTANCE BY REGISTERED AGENT

I accept appointment as the registered agent of **Fairway Executive, LLC**. I am familiar with and accept the obligations of that position, as set forth in Chapter 608, Florida Statutes.

Signed by the undersigned registered agent on December 12, 2012.



Simone A. Spiegel
Registered Agent

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRWAY EXECUTIVE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF DECEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FAIRWAY EXECUTIVE LLC" WAS FORMED ON THE SEVENTH DAY OF APRIL, A.D. 1999.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3026560 8300

121337349

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0065475

DATE: 12-13-12