

L13000027714

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(Business Entity Name)

(Document Number)

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Certificates of Status ☐

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FALL 130000
TO AGENCY OF
SUFFICIENCY OF FILING

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 02/21/2013

REF. #: 000447.181405

CORP. NAME: VRJ HOLDINGS, INC. (a Florida corporation) converting to VRJ HOLDINGS, LLC (a Florida LLC)

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 103536 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 FEB 21 AM 8:45

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CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY

This certificate of conversion and the attached Articles of Organization, attached hereto as Attachment 1 and incorporated herein by reference, are hereby submitted to convert the following Florida corporation into a Florida limited liability company, pursuant to Section 608.439, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

VRJ HOLDINGS, INC.

2. The Other Business Entity is a Florida corporation, first organized, formed, and incorporated under the laws of Florida on February 9, 2011 and its Document Number is P11000013980.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization:

VRJ HOLDINGS, LLC

4. This conversion is effective upon the filing of this Certificate of Conversion with the Florida Department of State.
5. The conversion is permitted by the applicable laws governing the other business entity and the conversion complies with such laws and the requirements of Section 608.439, 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 incorporated.

In accordance with Section 608.408(3), Florida Statutes, the undersigned hereby affirms under penalties of perjury that the facts stated herein are true.

Signed this 1 day of February, 2013.

VRJ HOLDINGS, LLC

VRJ HOLDINGS, INC.

By: Vince Julien
Name: Vince Julien
Title: Manager

By: Vince Julien
Name: Vince Julien
Title: President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Attachment 1
Articles of Organization
See attached.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
VRJ HOLDINGS, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida. This limited liability company is the successor to VRJ Holdings, Inc., a Florida corporation, which was converted to this limited liability company by the filing of Articles of Conversion on the date hereof.

ARTICLE I
NAME

The name of the Company shall be: VRJ HOLDINGS, LLC.

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The address of the principal office and the mailing address of this Company shall be:

Principal Office

2720 Broadway Center Blvd
Brandon FL 33510

Mailing Address

2720 Broadway Center Blvd
Brandon FL 33510

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ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

Articles of Organization
VRJ HOLDINGS, LLC

ARTICLE V
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the managers and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the managers. The initial manager shall be **Vince Julien**, and his mailing address is **2720 Broadway Center Blvd, Brandon FL 33510**.

ARTICLE VI
OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is **2720 Broadway Center Blvd, Brandon FL 33510**, and the name of its initial registered agent is **Robert L. Karshner**. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

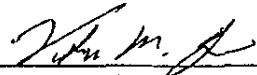
ARTICLE X
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **VRJ HOLDINGS, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

Articles of Organization
VRJ HOLDINGS, LLC

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 1 day of February, 2013.

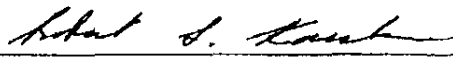


Vitauts M. Gulbis
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of VRJ HOLDINGS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations set forth in Section 608.415, Florida Statutes.

EXECUTED this 1 day of February, 2013.



Robert L. Karshner

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STATE OF FLORIDA
TALLAHASSEE