

L 130000355/6

(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



000244935040

03/07/13--01005--023 **470.00

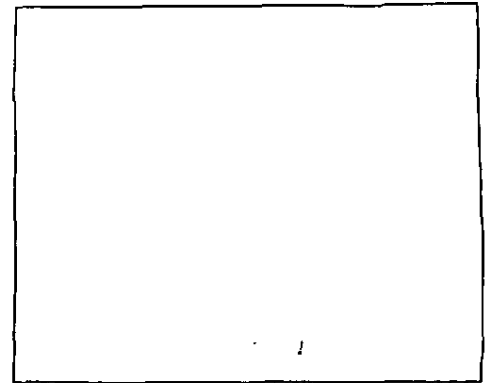
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2013 MAR -7 PM 1:24
RECEIVED
IN ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
2013 MAR -7 AM 10:11
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

MAR 8 - 2013

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)364-8000



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

BROUCH-DAVID, LLC

CK# T26 FOR \$ 470.00

(\$150.00 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☒ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

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

FILED
13 MAR -7 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **BORUCH-DAVID, INC.**
2. The "Other Business Entity" is a profit corporation, first incorporated under the laws of the State of Florida on February 28, 1969.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: **BORUCH-DAVID, LLC.**
4. 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 §608.439, F.S., in effecting the conversion.
5. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently incorporated.

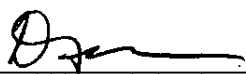
Signed this 6th day of March, 2013.

BORUCH-DAVID, LLC

By: The Estate of Seymour Baum, its sole member

By: 
Name: David Baum
Title: Personal Representative

BORUCH-DAVID, INC.

By: 
Name: David Baum
Title: Vice President

ARTICLES OF ORGANIZATION
FOR
BORUCH-DAVID, LLC

(A Florida Limited Liability Company)

FILED
13 MAR -7 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1

NAME

The name of the Limited Liability Company is Boruch-David, LLC (the "Company").

ARTICLE 2

DURATION

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE 3

NATURE OF BUSINESS

The Company is organized for the purpose of transacting any and all lawful business.

ARTICLE 4

ADDRESS

The initial principal office address and the initial mailing address of the Company is 6101 Meghan Drive, Melbourne, Florida 32940.

ARTICLE 5

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company is 6101 Meghan Drive, Melbourne, Florida 32940, and the name of the initial registered agent of the Company at that address is David Baum.

ARTICLE 6

MEMBERSHIP CERTIFICATES

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 7

INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, managing member or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.
- (c) In the case of a manager or managing member, a circumstance under which the liability provisions of section 608.426 of the Florida Statutes are applicable.

(d) Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE 8

MANAGEMENT

The Company shall be managed in accordance with the Company's Operating Agreement.

ARTICLE 9

AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 6th day of March, 2013.

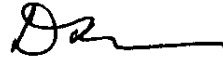
/s/ Daniel J. Glassman

Daniel J. Glassman, Authorized Representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, David Baum hereby (i) accepts this appointment as registered agent, (ii) agrees to act in such capacity, (iii) agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties; and (iv) states that he is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.



David Baum

Dated: March 6, 2013