

L13000112668

(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



000250169160

08/08/13--01025--004 **180.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG - 8 AM 10:53

AUG 9 2013

T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GERMAN ONLINE PUBLISHER, 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:

Darrin R Schutt, Esq.

(Contact Person)

Schutt Law Firm PA

(Firm/Company)

1322 SE 46th Lane, Suite 202

(Address)

Cape Coral, Florida 33904

(City, State and Zip Code)

jens.struck@germanonlinepublisher.com

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

For further information concerning this matter, please call:

Darrin R. Schutt

(Name of Contact Person)

at (239)

540-7007

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|---|
| <input 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 checked="" type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" 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

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:

German Online Publisher, Inc. P130000057735
(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 July 9, 2013
(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:

NA

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

German Online Publisher, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG -8 AM 10:53

Signed this 6th day of August 2013.

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: Jens Struck

Title: Managing Member

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: Jens Struck

Title: President

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG -8 AM 10:53

**ARTICLES OF ORGANIZATION OF
GERMAN ONLINE PUBLISHER, LLC**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be: GERMAN ONLINE PUBLISHER, LLC.

**ARTICLE II
PURPOSE**

This Limited Liability Company is created for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida or of the United States of America, as may be agreed upon by the members.

**ARTICLE III
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business of the Limited Liability Company shall be 11300 Lindbergh Boulevard, Suite 103, PMB 302, Fort Myers, Florida 33913; the mailing address of this Limited Liability Company shall be 11300 Lindbergh Boulevard, Suite 103, PMB 302, Fort Myers, Florida 3391, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Darrin R. Schutt, Esq., 1322 S.E. 46th Lane, Suite 202, Cape Coral, Florida 33904.

**ARTICLE IV
MANAGEMENT OF BUSINESS**

This Limited Liability Company is to be managed by one or more members, such that the company is to be a member-managed company. The initial managing members are:

JENS STRUCK
11300 Lindbergh Boulevard
Suite 103, PMB 302
Fort Myers, Florida 33913

ANGELA SCHEUFLE
11300 Lindbergh Boulevard
Suite 103, PMB 302
Fort Myers, Florida 33913

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG - 8 AM 10:54

**ARTICLE V
REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

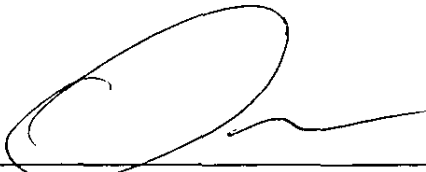
**ARTICLE VI
PROPERTY**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

**ARTICLE VII
DISTRIBUTION OF EARNINGS**

The Managing Member of the Company shall have the sole discretion whether to issue earnings or retain the same, either in whole or in part. The Managing Member shall not be required to provide a reason for the determination to retain such earnings.

IN WITNESS WHEREOF, the Managing Member has executed these Articles of Organization on this 6th day of August, 2013, and acknowledges that in accordance with § 608.408(3), Florida Statutes, that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

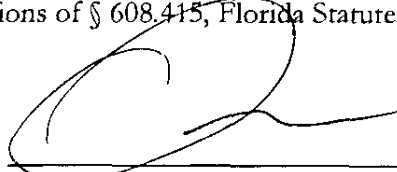


DARRIN R. SCHUTT, ESQ., as Agent for
Members Struck and Scheufler

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG - 8 AM 10:54

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of § 608.415, Florida Statutes.



Darrin R. Schutt, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG -8 AM 10:56