

L13000114999

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2013 AUG 13 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W13-42030

AUG 14 2013

J. BRYAN

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: New Breed Cycles 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:

Susan Kay Linton

(Contact Person)

New Breed Cycles LLC

(Firm/Company)

268 Muscogee Rd

(Address)

Cantonment, FL 32533

(City, State and Zip Code)

newbreedcycles@att.net

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

For further information concerning this matter, please call:

Susan Kay Linton

(Name of Contact Person)

at (850) 968-0880

(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
2013 AUG 13 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 26, 2013

SUSAN KAY LINTON
NEW BREED CYCLES LLC
268 MUSCOGEE RD
CANTONMENT, FL 32533

SUBJECT: NEW BREED CYCLES LLC
Ref. Number: W13000042030

FILED
2013 AUG 13 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for NEW BREED CYCLES LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law does not allow a sole proprietorship to file a conversion. A sole proprietorship is a business owned and operated by one individual. As a sole proprietor, the one individual owner is responsible for making all of the business decisions and all of the debts of the business are considered to be the debts of the one individual owner, as well. The sole proprietorship may or may not conduct business under the one individual owner's legal name. Because the business and the individual are considered as one organization and need each other to co-exist from a legal perspective, a sole proprietorship is not considered a business entity and cannot, therefore, file a conversion under Florida law.

If your sole proprietorship is actually owned and operated by two or more individuals and those individuals serve in the capacity of a partner, your business may not be a sole proprietorship. Your business may meet the definition of a partnership in accordance with Chapter 620, Florida Statutes. Chapter 620, Florida Statutes, allows a partnership to file a conversion. However, the partnership must first file a statement of registration in accordance with section 620.8105, Florida Statutes.

We are enclosing a statement of registration should your business entity meet the criteria of a partnership and you wish to proceed with the conversion. Please note the fee to register a partnership is \$50. To proceed with the conversion, please correct your conversion documents to reflect your current business entity is a partnership and resubmit the conversion documents along with the enclosed registration statement and an additional fee of \$50.

This office strongly suggests that you seek legal advice concerning this matter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Joey Bryan
Regulatory Specialist II

Letter Number: 713A00018124

FILED
2013 AUG 13 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: New Breed Cycles LLC

(Name of Resulting Florida Limited Company)

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(Contact Person)

New Breed Cycles

(Firm/Company)

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(Address)

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(City, State and Zip Code)

newbreedcycles@att.net

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(Name of Contact Person)

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& \$125 for Articles
of Organization)

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and Certificate of
Status

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Certified Copy, and
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P. O. Box 6327
Tallahassee, FL 32314

FILED
2013 AUG 13 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
2013 AUG 13 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

New Breed Cycles

GP1300001144

(Enter Name of Other Business Entity)

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

(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 **August 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:

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

New Breed Cycles 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.

Signed this 1 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: Susan K Linton

Printed Name: Susan K Linton

Title: CEO

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: Sylvester A Holley III

Printed Name: Sylvester A Holley III

Title: CEO

Signature: Susan K Linton

Printed Name: Susan K Linton

Title: CEO

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 AUG 13 PM 3:01

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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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

New Breed Cycles LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

268 Muscogee Rd

Cantonment, FL 32533

Mailing Address:

268 Muscogee Rd

Cantonment, FL 32533

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

WHEEL-EZ NEW & USED TIRES

Name

7400 N Palafox St

Florida street address (P.O. Box NOT acceptable)

Cantonment

FL 32505

City, State, and Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

CEO

Sylvester Anthony Holley III
1901 Stacey Rd
Cantonment, FL 32533

CFO

Susan Kay Linton
1700 Muscogee Rd
Cantonment, FL 32533

(Use attachment if necessary)

FILED
2013 AUG 13 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V: Effective date, if other than the date of filing: _____.

(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

REQUIRED SIGNATURE:

Susan K Linton
Signature of a member or an authorized representative of a member.

(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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Susan Kay Linton
Typed or printed name of signee