

L13000 B1084

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

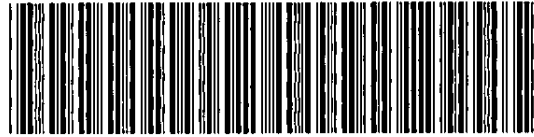
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

SEP 17 2013

T. HAMPTON

Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Abaga, LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

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☒ Certified Copy

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☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☒ Other Conversion

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**PLAN OF CONVERSION**  
**OF**  
**ABAQA CORPORATION**  
**INTO**  
**ABAQA, LLC**

**THIS PLAN OF CONVERSION OF ABAQA CORPORATION INTO ABAQA, LLC**, (this "Plan of Conversion") relates to **ABAQA CORPORATION**, a Florida corporation (the "Converting Corporation"), to be converted into **ABAQA, LLC**, a Florida limited liability company (the "Converted Company") (the "Conversion"), is pursuant to Section 607.1112 of Chapter 607, Florida Statutes, the Florida Business Corporations Act (the "Corporation Act") and Section 608.439 of Chapter 608, Florida Statutes, the Florida Limited Liability Company Act (the "LLC Act").

1. **Effective Time.** At the time as of which the Conversion shall become effective (the "Effective Time"), the Converting Corporation shall be converted from a Florida corporation into a Florida limited liability company under the terms and provisions of the Corporation Act and the LLC Act, whereupon the separate existence of the Converting Corporation shall cease, and the Converted Company shall be the entity surviving the Conversion. The Effective Time shall be the time when the Certificate of Conversion, substantially in the form attached hereto as Exhibit A shall have been accepted for filing by the Secretary of State of the State of Florida in accordance with the provisions of the Corporation Act and the LLC Act.

2. **Formation of Converted Company.** Both the board of directors of the Converting Corporation and S-One Holdings Corporation, a Florida corporation and the sole shareholder of the Converting Corporation (the "Sole Shareholder"), have authorized the formation of a limited liability company, pursuant to and in accordance with the laws of the State of Florida, to be named "ABAQA, LLC." The officers of the Converting Corporation shall execute and file all documents necessary to form, organize and maintain the Converted Company in good standing under applicable state and federal laws, including, without limitation, the Articles of Organization of the Converted Company attached hereto as Exhibit B (the "Articles of Organization") and the Operating Agreement of the Converted Company attached hereto as Exhibit C (the "Operating Agreement").

3. **Conversion.** As a result of the Conversion and organization of the Converted Company, the Sole Shareholder shall become the sole member of the Converted Company, and the Sole Shareholder's shares shall be converted to 100% of the membership interests of the Converted Company.

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4. **Terms and Conditions.** Certain terms and conditions of the Conversion are as follows:

(a) The Operating Agreement of the Converted Company as it shall exist at the Effective Time shall be and remain the Operating Agreement of the Converted Company until the same shall be altered, amended or repealed as therein provided.

(b) At the Effective Time, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Converting Corporation shall be the property of the Converted Company pursuant to applicable Florida law. All rights of creditors of the Converting Corporation and all liens upon any property of the Converting Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Converting Corporation shall attach to the Converted Company and its property, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Converted Company.

5. **Governing Law.** This plan of conversion and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Florida.

6. **Approval.** This Plan of Conversion has been approved by S-One Holdings Corporation, the sole shareholder of the Converting Corporation, and by the Board of Directors of the Converting Corporation pursuant to the Joint Written Consent of the Sole Shareholder and the Board Of Directors of ABAQA Corporation Approving Conversion from Corporation to Limited Liability Company.

IN WITNESS WHEREOF, the Chairman of the Converting Corporation has executed this Plan of Conversion on behalf of the Converting Corporation as of this 12<sup>th</sup> day of September, 2013.

**"CONVERTING CORPORATION"**

**ABAQA CORPORATION**

By: R. T. Simkins

Ronald T. Simkins  
Chairman

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**EXHIBIT A**  
**CERTIFICATION OF CONVERSION**  
**FOR**  
**"OTHER BUSINESS ENTITY"**  
**INTO**  
**FLORIDA LIMITED LIABILITY COMPANY**

This Certification of Conversion and the attached Articles of Organization are submitted to convert **ABAQA Corporation**, a Florida corporation (the "Other Business Entity") into **ABAQA, LLC**, a Florida limited liability company (the "Limited Liability Company"), all 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 ABAQA Corporation. **P02000112018**
2. ABAQA Corporation, the "Other Business Entity," is a corporation first incorporated under the laws of the State of Florida on October 17, 2002.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is ABAQA, LLC.
4. This Certificate of Conversion is effective as of the date of the filing of this Certificate of Conversion and the attached Articles of Organization with the Florida Department of State.

Signed this 12<sup>th</sup> day of September, 2013.

**"Other Business Entity":**

**ABAQA Corporation**

By: R. T. Simkins  
Ronald T. Simkins,  
Chairman

**"Limited Liability Company":**

**ABAQA, LLC**

By: R. T. Simkins  
Ronald T. Simkins  
Chairman and Manager

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**EXHIBIT B**

**ARTICLES OF ORGANIZATION FOR**  
**ABAQA, LLC**  
**(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is: **ABAQA, LLC.**

**ARTICLE II. ADDRESS**

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

1605 Main Street, Suite 400  
Sarasota, FL 34236

**ARTICLE III. DURATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are:

Gina L. Mascio  
1605 Main Street, Suite 400  
Sarasota, FL 34236

**ARTICLE V. EFFECTIVE DATE**

The effective date of the filing of these articles of organization shall be the date when they are filed with the Florida Department of State.

**ARTICLE VI. MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner

prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company.

#### ARTICLE VII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned representative of a Member has executed these articles of organization on September 12, 2013.



Ronald T. Simkins  
Authorized Representative of a Member

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
OF ABAQA, LLC

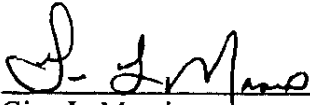
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, **ABAQA, LLC**, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

The name of the Company is: ABAQA, LLC.

The name of the registered agent and the address of the registered office are:

Name:	Gina L. Mascio
Address:	1605 Main Street, Suite 400 Sarasota, FL 34236

*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.*

  
Gina L. Mascio

Date: Sept 12, 2013

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