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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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# GASSMAN LAW ASSOCIATES, P.A.

## ATTORNEYS AT LAW

ALAN S. GASSMAN \*\*  
KENNETH J. CROTTY \*\*\*\*  
CHRISTOPHER J. DENICOLA \*\*\*

- \* LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER  
WILLS, TRUSTS AND ESTATES
- \*\*\* LL.M. IN ESTATE PLANNING
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1245 COURT STREET  
SUITE 102  
CLEARWATER, FL 33756  
PHONE: (727) 442-1200  
FAX: (727) 443-5829

Gassmanlawassociates.com

February 13, 2014  
VIA UPS

Florida Department of State  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: SEAL SWIM SCHOOL III, INC.  
Document Number P00000046836

Dear Sir/Madam:

Enclosed for filing please find a Certificate of Conversion and Articles of Organization whereby SEAL SWIM SCHOOL III, INC., a Florida corporation, will convert into SEAL SWIM SCHOOL III, L.L.C., a Florida limited liability company.

Also enclosed please find a check made payable to Department of State in the amount of \$150.00 for filing fees.

Please return the filed document to our office in the enclosed self-addressed, stamped envelope.

Please contact Julie Speakman of my office if you have any questions on the above.

Best personal regards,



Alan S. Gassman

ASG:jas  
Enclosures  
SASE

cc: Therese C. Seal (w/encl. via email [therese@sealswimschool.com](mailto:therese@sealswimschool.com))  
Micha T. Beatty (w/encl. via email [micha@sealswimschool.com](mailto:micha@sealswimschool.com))  
Michael S. Vincent, CPA (w/encl. via email [msvcpa@tampabay.rr.com](mailto:msvcpa@tampabay.rr.com))

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Florida Department of State  
February 13, 2014  
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J:\S\Seal, Therese\SEAL SWIM SCHOOL III, L.L.C. (FL)\FL Sec. of State.1a.wpd  
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**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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:  
SEAL SWIM SCHOOL III, INC. 900-46836  
(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**  
on **5-8-2000** (Enter state, or if a non-U.S. entity, the name of the country)  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization:**  
**SEAL SWIM SCHOOL III, L.L.C.**  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to date of receipt or filed date 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.**)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

Signed this 10 day of February 2014.

**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: [Signature]

Printed Name: THERESE C. SEAL

Title: MANAGER

**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: [Signature]

Printed Name: THERESE C. SEAL

Title: Director

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)

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## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

SEAL SWIM SCHOOL III, L.L.C.

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

### ARTICLE II - Address:

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

#### Principal Office Address:

19509 N. DALE MABRY

LUTZ, FL 33548

#### Mailing Address:

14611 MIDDLEFIELD LANE

ODESSA, FL 33556

### 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:

ALAN S. GASSMAN

Name

1245 COURT STREET, SUITE 102

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

CLEARWATER

City

FL 33756

Zip

*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 605, F.S..*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ALAN S. GASSMAN

**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGRM

**Name and Address:**

THERESE C. SEAL

14611 MIDDLEFIELD LANE

ODESSA, FL 33556

MGRM

MICHA T. BEATTY

12705 WINNERS CIRCLE

SPRING HILL, FL 34610

(Use attachment if necessary)

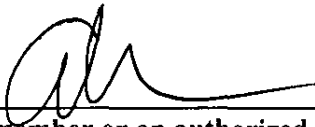
**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**ARTICLE VI:** Other provisions, if any.

SEE ATTACHMENT

**REQUIRED SIGNATURE:**



**Signature of a member or an authorized representative of a member.**

(In accordance with section 605.0203 (1) (b), 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.)

ALAN S. GASSMAN, AUTHORIZED REPRESENTATIVE

Typed or printed name of signer

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation  
of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

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**Attachment to Articles of Organization  
of  
SEAL SWIM SCHOOL III, L.L.C.**

**ARTICLE VI - Voting and Non-Voting Membership Interests.**

The Company shall consist of two percent (2%) of the ownership interests having voting Membership rights and ninety-eight percent (98%) of the ownership interests have non-voting Membership rights. The holders of the two percent (2%) voting Membership Units shall have a fiduciary duty to vote their Membership Interests based upon the same standard which applies to General Partners of a Limited Partnership in the State of Florida. The non-voting Members shall have rights as provided under the Florida Statutes, and as would apply to the Limited Partners of a Florida Limited Partnership. The Members may designate by written agreement and/or certificate of ownership whether Membership Interests that they are acquiring are voting or non-voting, but if not specifically designated, any issued Member Interests shall be considered to be non-voting.

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