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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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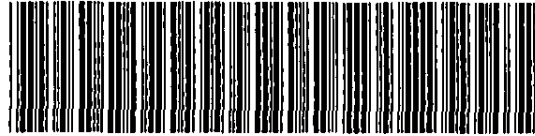
(Business Entity Name)

(Document Number)

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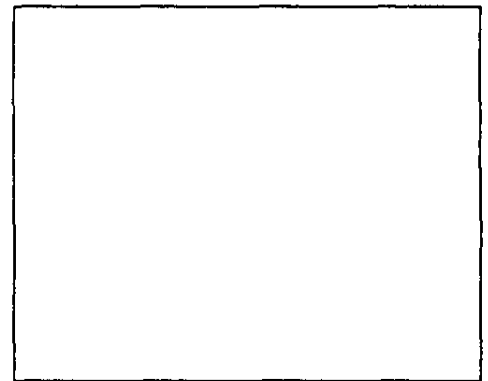
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B. BOSTICK

MAR 25 2014

EXAMINER

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



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WALK-IN

ENTITY NAME:

YF SANDALFOOT, LLC

CK# 6400 FOR \$8,880.00 (\$185.00 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

\_\_\_ STAMPED COPY

XXX CERTIFICATE OF STATUS

Examiner's Initials

2014 MAY 24 PM 3:01  
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**Certificate of Conversion**  
converting a  
**Florida Corporation**  
("Other Business Entity")  
into a  
**Florida Limited Liability Company**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes and Section 607.1113, Florida Statutes.

1. The name of the Florida corporation ("Other Business Entity") immediately prior to the filing of this Certificate of Conversion is: YF Sandalfoot, Inc. (Document No. P14000009592).
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on 1/30/2014.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: YF Sandalfoot, LLC
4. Pursuant to the terms and conditions of the conversion effectuated by this Certificate of Conversion, the shares of YF Sandalfoot, Inc. shall be cancelled and extinguished and in exchange the shareholders of YF Sandalfoot, Inc. shall receive and be considered to have received membership interests in YF Sandalfoot, LLC equal in proportion to the shares they held in YF Sandalfoot, Inc.
5. The conversion will be effective on the date of filing with the Florida Department of State of this Certificate of Conversion.
6. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.
7. The Florida Limited Liability Company has agreed to pay any shareholders of the "Other Business Entity" having appraisal rights the amounts to which they are entitled under ss. 607.1301-607.1333.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of the Florida Limited Liability Company has executed this Certificate of Conversion for the uses and purposes therein stated on this 24<sup>th</sup> day of March, 2014.

  
\_\_\_\_\_  
Christy B. Stross  
Authorized Representative of a Member

IN WITNESS WHEREOF, the undersigned officer of the Florida corporation, which is the Other Business Entity, has executed this Certificate of Conversion for the uses and purposes therein stated on this 24<sup>th</sup> day of March, 2014.

  
\_\_\_\_\_  
Rick Berks  
President  
YF Sandalfoot, Inc.

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**ARTICLES OF ORGANIZATION**

**OF**

**YF Sandalfoot, LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the "Company") shall be:

YF Sandalfoot, LLC

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office of the Company shall be:

1350 E. Newport Center Drive, Suite 200  
Dearfield Beach, Florida 33442

The mailing address of the Company shall be:

6475 1st Avenue South  
St. Petersburg, Florida 33707

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 6475 1st Avenue South, St. Petersburg, Florida 33707, and the initial registered agent of the Company at such office shall be Christy B. Stross. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE IV

##### Initial Manager

The name and street address of the initial manager of the Company shall be:

Rick Berks

1350 E. Newport Center Drive, Suite 200  
Deerfield Beach, FL 33442

#### ARTICLE V

##### Operating Agreement

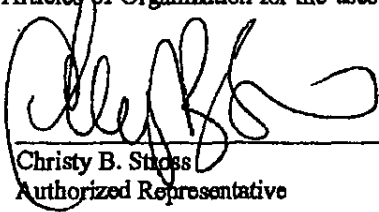
The power to adopt the operating agreement of the Company, to alter, amend or repeal the ~~operating agreement of the Company~~, or to adopt a new operating agreement, shall be vested in the members of the Company. The operating agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE VI

##### Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative, pursuant to Section 605.0201, Florida Statutes, has executed these Articles of Organization for the uses and purposes therein stated, this 24<sup>th</sup> day of March, 2014.

  
\_\_\_\_\_  
Christy B. Stross  
Authorized Representative

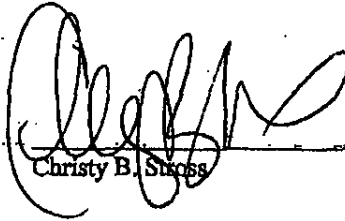
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CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

**YF Sandalfoot, LLC**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 24<sup>th</sup> day of March, 2014.

  
Christy B. Stross

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2014 MAR 24 PM 12:01  
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JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
IN FLORIDA