

L14000154003

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

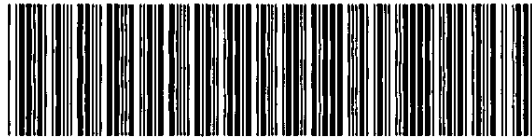
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W14-59778 Sign + Eff. Date

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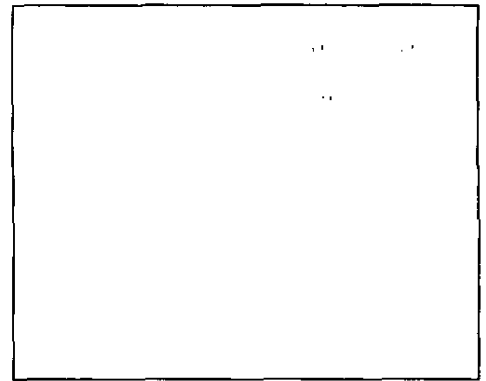
09/30/14--01031--009 **450.00

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TO ACQUIRE
SUFFICIENCY OF FILING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT - 2 2014
T. HAMPTON

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



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

NAIL FIRST & SPA, LLC

CK# 6640 FOR \$450.00 (\$150.00 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 1, 2014

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: NAIL FIRST & SPA, LLC
Ref. Number: W14000059778

* RE-SUBMITTING
W/ CORRECTIONS
PLEASE RETAIN ORIGINAL
SUBMISSION DATE
9/30/14

DIVISION OF CORPORATIONS

14 OCT -1 PM 2:37

RECEIVED

We have received your document for NAIL FIRST & SPA, LLC and your check(s) totaling \$450.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

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.

Karen A Saly
Regulatory Specialist II

Letter Number: 414A00020948

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

The Articles 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 the Articles of Conversion is:
Nail First & Spa, Inc ^{*P11000106790}
(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 12/16/2011 (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:
Nail First & Spa, LLC
(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 all applicable statutes.

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Signed this 30th day of September 2014

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Tan Tran Holdings, LLC Title: Manager

by: Tim Pratts, Attorney-in-Fact

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 

Printed Name: Tan Tran Title: President

by: Tim Pratts, Attorney-in-Fact

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:

Articles 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

Article I. Name

The name of this Florida limited liability company is:
Nail First & Spa, LLC

Article II. Address

The street address of the Company's initial principal office is:
Nail First & Spa, LLC
3384 NW Federal Hwy
Jensen Beach FL 34957

The mailing address of the Company's initial principal office is:
Nail First & Spa, LLC
3384 NW Federal Hwy
Jensen Beach FL 34957

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Mark Brechbill
215 SW Federal Hwy Ste 200
Stuart FL 34994

Article IV. Classes of Membership

The Company's Operating Agreement provides for a number of classes of membership that bestow specific rights and obligations on the members of each class, depending on the member's participation in that class. These rights and obligations are unique to each class and may include the right to become a member; vote; receive guaranteed payments or preferential distributions, either upon liquidation or prior to liquidation; the ability to collateralize their membership interest; as well as any obligation to provide additional capital, or guarantee debt. The Operating Agreement may also place restrictions on the ability to control or influence the management of the Company, the timing and payment of distributions, the allocation of profits, losses, and ownership, the transferability of a member's membership interest, including the right to vote that interest, and the liquidation or dissolution of the Company.

Mark Brechbill, PLLC
215 SW Federal Hwy Ste 200
Stuart FL 34994

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Article V. Transferability of Membership Interests

Except as otherwise provided in the Operating Agreement, no member may transfer all or any part of his or her interest to any person, whether voluntarily, involuntarily or by operation of law, without the prior written consent of all of the members, which consent may be withheld in the sole and absolute discretion of the members. Transfer includes the sale, exchange, pledge, encumbrance or other transfer or disposition by a member of any part of his or her interest, whether for valuable consideration or as a gift.

Furthermore, in no event shall any transferee or assignee of an interest have any right to be admitted to the Company as a member, whether or not the transfer was approved by the prior written consent of all of the members. If a transfer of a member's interest is approved by the prior written consent of the members, but the transferee is not admitted to the Company as a member, then the transferee shall have no right to become a member, to participate in the management of the Company, or to exercise any of the rights or powers of a member. The transferee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the transferor was entitled, to the extent assigned, pursuant to the rights and obligations of that class of membership interest as delineated in the Company's Operating Agreement.

Article VI. Distributions

Unless otherwise provided in the Company's Operating Agreement, distributions upon liquidation, or prior to liquidation, guaranteed payments for services or guaranteed payments for the use of capital, and any other return of capital, preferential or otherwise, is at the sole and absolute discretion of the Manager, who is not required to be a member, and whose election, appointment, or removal may be restricted by the Operating Agreement, or may require the written consent of all voting members, or of the Manager.

Article VII. Management

The Company will be Manager managed, and the Manager may, but does not have to be a member. The name and address of the Manager is:

Tan Tran Holdings, LLC
2572 SE Appleby St.
Port St. Lucie FL 34984

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Mark Brechbill, PLLC
215 SW Federal Hwy Ste 200
Stuart FL 34994

~~Article VIII. Company Existence~~

~~The Company's existence shall begin effective as of December 16, 2011.~~

The undersigned authorized representative of a member executed these Articles of Organization on 9/29/2014.

MARK BRECHBILL, PLLC

by Tim Pratts as Attorney-in-Fact

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Mark Brechbill, PLLC
215 SW Federal Hwy Ste 200
Stuart FL 34994

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Nail First & Spa, LLC

REGISTERED AGENT/OFFICE:

Mark Brechbill
215 SW Federal Hwy Ste 200
Stuart FL 34994

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MARK BRECHBILL

by Tim Pratts as Attorney-in-Fact

Date: December 16, 2011.

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Mark Brechbill, PLLC
215 SW Federal Hwy Ste 200
Stuart FL 34994