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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Outigan JAN 14 2015

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RONALD L. STEPHENSON



☒ **REPLY TO:**
POST OFFICE BOX 180
ST. PETERSBURG, FL 33731-0180

December 24, 2014

File No.: 8098-01

Via Overnight Next Business Day Delivery

Registration Section

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, Florida 32301-5020

Re: Conversion – Florida Other Business Entity to Florida Limited Liability Company

Ladies and Gentlemen;

Please immediately file the accompanying Articles of Conversion with attached Articles of Organization in order to convert Island Way Sorbet, Inc., a Florida corporation, into Island Way Sorbet, LLC, a Florida limited liability company, in accordance with §605.1045, Florida Statutes, effective January 1, 2015.

Please furnish a certified copy of this filing, and a certificate of status. A check for \$185.00 payable to the Florida Department of State is enclosed for the filing fees for the Articles of Conversion and the Articles of Organization, and for the requested certified copy and certificate of status.

Please return all requested documents and correspondence concerning this matter to:

Ronald L. Stephenson

Ronald L. Stephenson, P.A.

P.O. Box 180

St. Petersburg, Florida 33731-0180

Email address for future annual report notifications: ernest@islandwaysorbet.com

Please call me at (727) 492-5929 with any questions. Thank you for your kind attention and assistance.

Very truly yours,

RONALD L. STEPHENSON, P.A.

*Ronald L. Stephenson*¹

Ronald L. Stephenson

rls

cc: Frederick E. Marais

¹ This is an electronic signature within the meaning of the Uniform Electronic Transactions Act (*Florida Statutes Section 668.50*), and is affixed by the signatory and adopted by him with the intent and effect of signing this letter for purposes of transmission via email attachment.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF CONVERSION
OF
ISLAND WAY SORBET, INC.
(A Florida Corporation, Document No. P07000129746)
INTO
ISLAND WAY SORBET, LLC
(A Florida Limited Liability Company)

These Articles of Conversion and the attached Articles of Organization are submitted to convert the Florida corporation identified below into the Florida limited liability company identified below in accordance with §605.1045, Florida Statutes.

1. **NAME OF CONVERTING CORPORATION:** The name of the converting corporation immediately prior to the effective date provided in section 6 below of these Articles of Conversion is "Island Way Sorbet, Inc." (the "Corporation").

2. **TYPE, STATE AND DATE OF CORPORATE FORMATION:** The Corporation is a Florida corporation first organized under the laws of the State of Florida on December 6, 2007.

3. **NAME AND ORGANIZATION OF CONVERTED ORGANIZATION:** As set forth in the attached Articles of Organization, the name of the Florida limited liability company into which the Corporation is converting is "Island Way Sorbet, LLC" (the "Company"). The principal office of the Company is 2618 Success Drive, Odessa, Florida 33556.

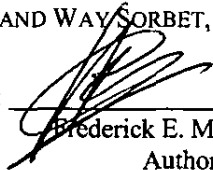
4. **CONVERSION OF CORPORATION:** At the effective date provided in section 6 below, the Corporation is converted into the Company (the "Conversion") in compliance with the Florida Revised Limited Liability Company Act and the applicable provisions of the Florida Business Corporation Act.

5. **APPROVAL OF CONVERSION; APPRAISAL RIGHTS:** The plan of conversion was approved in accordance with all applicable statutes. The Company has agreed to pay any shareholders of the Corporation having appraisal rights the amount to which they are entitled under §§607.1301-607.1333, Florida Statutes.

6. **EFFECTIVE DATE:** The effective date of the Conversion shall be January 1, 2015.

IN WITNESS WHEREOF, the Company and the Corporation have caused these Articles of Conversion to be executed as of December 24, 2014 as follows:

SIGNATURE BY THE COMPANY: ISLAND WAY SORBET, LLC

By: 
Frederick E. Marais,
Authorized Representative

SIGNATURE BY THE CORPORATION: ISLAND WAY SORBET, INC.

By: 
Frederick E. Marais, President

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**ARTICLES OF ORGANIZATION
OF
ISLAND WAY SORBET, LLC**
(A Florida Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company shall be Island Way Sorbet, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The street and mailing address of the Company's principal office shall be 2618 Success Drive, Odessa, Florida 33556.

ARTICLE III - REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent is Frederick E. Marais, 2618 Success Drive, Odessa, Florida 33556.

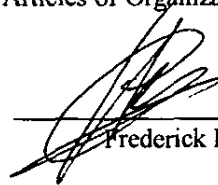
ARTICLE IV - MANAGEMENT

The management of the Company shall be vested in a manager or managers, the number of which shall be determined in accordance with the operating agreement of the Company, and the Company shall be a manager-managed company. Accordingly, no member of the Company shall be an agent of the Company for the purpose of its business solely by reason of being a member. The initial manager shall be Frederick E. Marais, 2618 Success Drive, Odessa, Florida 33556.

ARTICLE IV - EFFECTIVE DATE

The effective date of these Articles of Organization shall be January 1, 2015.

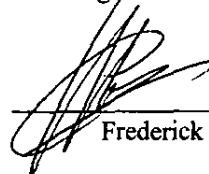
IN WITNESS WHEREOF, for the purpose of forming a limited liability company under the laws of the State of Florida, the undersigned has executed these Articles of Organization on December 24, 2014 as an authorized representative of a member.



Frederick E. Marais

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Island Way Sorbet, LLC at the place designated in these articles, I hereby accept the appointment as registered agent, and agree to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.



Frederick E. Marais