

L150000712FL

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

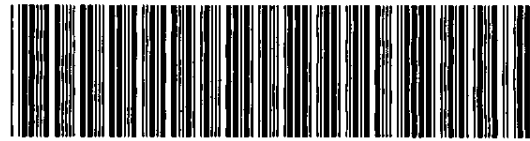
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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01/13/15--01016--029 **150.00

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15 FEB 13 AM 9:06
CLERK OF STATE
TALLAHASSEE, FLORIDA
J. Shivers FEB 20 2015

CS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 23, 2015

STEVEN KUTNER
260 LOOKOUT PLACE SUITE 205
MAITLAND, FL 32751

SUBJECT: TOTALLY BANANAS, LLC
Ref. Number: W15000004952

We have received your document for TOTALLY BANANAS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return the corrected original and one copy of 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.

Justin M Shivers
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 015A00001458

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Totally Bananas, LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Steven R. Kutner, Esquire

(Contact Person)

Steven R. Kutner, P.A.

(Firm/Company)

260 Lookout Place, Suite 205

(Address)

Maitland, Florida 32751

(City, State and Zip Code)

chuck.pheterson@totally-bananas.net

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Steven R. Kutner, Esquire at (407) 644-1104

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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:
TOTALLY BANANAS, INC.

(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 June 8, 2009 (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**:
TOTALLY BANANAS, 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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SECRETARY OF STATE
ALLAHMAD, FLORIDA

Signed this 22 day of December 2014.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: Charles J. Pheterson

Title: Manager

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

Signature: _____

Printed Name: Charles J. Pheterson

Title: President

Signature: _____

Printed Name: Joe Kornblath

Title: Vice President

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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15 FEB 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

TOTALLY BANANAS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 605, hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I

NAME OF THE LIMITED LIABILITY COMPANY

The name of this Limited Liability Company shall be **TOTALLY BANANAS, LLC.**

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company shall be 480 Lexington Avenue, Davie, Florida 33325.

ARTICLE III

PERIOD OF DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Company 480 Lexington Avenue, Davie, Florida 33325, and the name of the initial registered agent at such address is

CHARLES J. PHETERSON.

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15 FEB 13 AM 9:00
CLERK OF DADE COUNTY
TREASURY DEPARTMENT

ARTICLE V

CAPITAL CONTRIBUTIONS/MEMBERSHIP UNITS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A" to the Operating Agreement. The Company has authorized the issuance of 5,000,000 membership units.

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Operating Agreement.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the majority consent of all the members of the Company holding membership units of ten percent (10%) or greater, and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company holding membership units of ten percent (10%) or greater, other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII

MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority consent of all the

members of the Company holding membership units of ten percent (10%) or greater.

ARTICLE IX

MANAGEMENT

The Company shall be managed by a manager in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the Company. These Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law. The name and address of the managers of the Company are:

NAME

ADDRESS

CHARLES J. PHETERSON

480 Lexington Avenue
Davie, Florida 33325

MINDY PHETERSON

480 Lexington Avenue
Davie, Florida 33325

JOEL KORNBLUTH

3348 Hollywood Oaks Drive
Hollywood, FL 33312

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed to these Articles of Organization at Orange County, Florida on this 22 day of December, 2014.



CHARLES J. PHETERSON



MINDY PHETERSON



JOEL KORNBLUTH

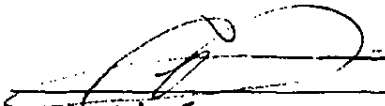


RICHARD JOHNSON

STATE OF FLORIDA
COUNTY OF BROWARD

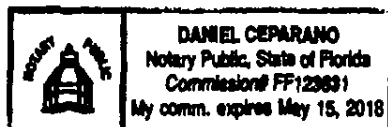
The foregoing Articles of Organization were acknowledged before me this 24 day of December, 2014, by **CHARLES J. PHETERSON**, who has produced a Florida driver's license as identification or who is personally known to me.

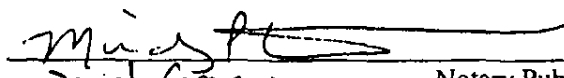



_____, Notary Public
Printed Name of Notary
Commission No. FF123631
My Commission Expires: 5/15/18

STATE OF FLORIDA
COUNTY OF BROWARD

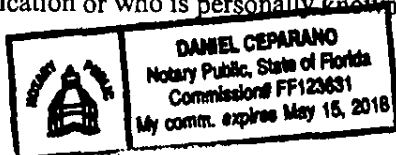
The foregoing Articles of Organization were acknowledged before me this 24 day of December, 2014, by **MINDY PHETERSON**, who has produced a Florida driver's license as identification or who is personally known to me.





_____, Notary Public
Printed Name of Notary
Commission No. FF123631
My Commission Expires: 5/15/18

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Organization were acknowledged before me this _____ day of December, 2014, by **JOEL KORNBLUTH**, who has produced a Florida driver's license as identification or who is personally known to me.

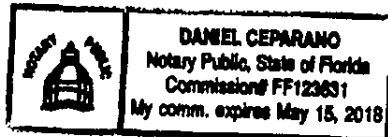



_____, Notary Public
Printed Name of Notary
Commission No. FF123631
My Commission Expires: 5/15/18

6651-420-74-300-0

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Organization were acknowledged before me this 24 day of December, 2014, by **RICHARD JOHNSON**, who has produced a Florida driver's license as identification or who is personally known to me. J525-747-64-329-0



Richard G. Johnson
Daniel Ceparano, Notary Public
Printed Name of Notary
Commission No. 5/15/18 FF123631
My Commission Expires: 5/15/18

Exhibit "A"

<u>Members</u>	<u>Number of Units</u>	<u>Percent</u>
Charles J. Pheterson and Mindy Pheterson as tenants by entireties	1,686,250.00	67.45%
Joel Kornbluth	786,000.00	31.44%
Richard Johnson	27,750.00	1.11%
Total	2,500,000.00	100.00%

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE OF THE TOTALLY BANANAS, LLC**

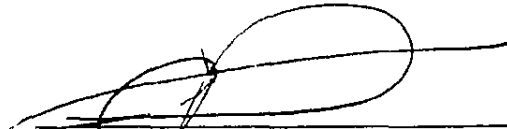
Under the provisions of F.S. 605.0133 or 605.0114, **TOTALLY BANANAS, LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **TOTALLY BANANAS, LLC**.
2. The name and street address of the registered agent in Florida is:

CHARLES J. PHETERSON
480 Lexington Avenue
Davie, Florida 33325

The undersigned, being the person named in the Articles of Organization of **TOTALLY BANANAS, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: December 22, 2014


CHARLES J. PHETERSON
Registered Agent

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15 FEB 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA