

L15000076441

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

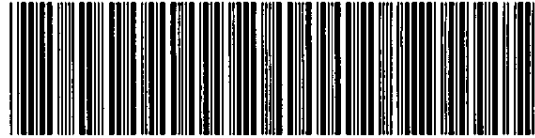
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/05/15--01024--018 \*\*150.00

**FILED**  
**Apr 20, 2015 08:00 AM**  
**Secretary of State**

This document was received back corrected on April 20, 2015.  
The original date of receipt was not requested to be the  
filed date.  
Record updated/corrected 05/14/15  
mmilligan

C.L.  
5-1-15



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 25, 2015

BROAD AND CASSEL ATTORNEYS AT LAW  
ATTN: ANTHONY W. JUSTICE  
PO BOX 4961  
ORLANDO, FL 32802-4961

SUBJECT: UNINSURED UNITED PARACHUTE MANUFACTURING, INC.  
Ref. Number: P12000046428

We have received your document for UNINSURED UNITED PARACHUTE MANUFACTURING, INC. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 715A00005942



390 NORTH ORANGE AVENUE  
SUITE 1400  
ORLANDO, FLORIDA 32801  
P.O. BOX 4961 (32802-4961)  
TELEPHONE: 407.839.4200  
FACSIMILE: 407.425.8377  
www.broadandcassel.com  
SCOTT G. MILLER, P.A.  
DIRECT LINE: 407-839-4200  
EMAIL: SMILLER@broadandcassel.com

February 26, 2015

PERSONAL AND CONFIDENTIAL

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

RE: Uninsured United Parachute Manufacturing, Inc.

Dear Clerk:

Enclosed for filing are the following documents necessary to convert the above-referenced Corporation to a limited liability company:

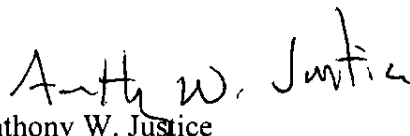
1. Articles of Conversion; and
2. Articles of Organization.

Also enclosed is our check in the amount of \$150.00 to cover the cost associated with this filing. Once filed, please forward confirmation of such filing to our office in the self-addressed stamped envelope provided.

Should you have any questions or comments, please contact our office.

Sincerely,

BROAD AND CASSEL

  
Anthony W. Justice  
Paralegal

:awj  
Enclosures

**FILED**  
**Apr 20, 2015 08:00 AM**  
**Secretary of State**

**CERTIFICATE OF CONVERSION FOR**  
**UNINSURED UNITED PARACHUTE MANUFACTURING, INC.**  
**TO**  
**UNINSURED UNITED PARACHUTE MANUFACTURING, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. UNINSURED UNITED PARACHUTE MANUFACTURING, INC. (the "Corporation") has been converted to UNINSURED UNITED PARACHUTE MANUFACTURING, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §607 Florida statutes and complies with all laws governing Florida limited liability companies. P12000046428

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by the sole shareholder and director of the Corporation and by the sole member of the LLC, dated of even date herewith, and in compliance with Florida Statute §607.1112.

3. The effective date of the conversion shall be April 20, 2015

4. The mailing address for the LLC is 1645 Lexington Avenue, DeLand, Florida 32724, and the street address of the principal office of the LLC is 1645 Lexington Avenue, DeLand, Florida 32724.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is UNINSURED UNITED PARACHUTE MANUFACTURING, INC., incorporated under the laws of the State of Florida on May 18, 2012.

6. The name of the LLC, as set forth in the attached Articles of Organization is UNINSURED UNITED PARACHUTE MANUFACTURING, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §607.1301-607.1333.

**(SIGNATURES ON FOLLOWING PAGE)**

DATED effective this 24<sup>th</sup> day of February, 2015.

UNINSURED UNITED PARACHUTE  
MANUFACTURING, INC.

By: William R Booth  
WILLIAM R. BOOTH, President

MEMBER:

WILLIAM R. BOOTH REVOCABLE TRUST  
dated December 5, 2006, as amended and restated  
January 28, 2015

*uninsured United Parachute  
Manufacturing, LLC*  
By: William R Booth  
WILLIAM R. BOOTH, Trustee

**FILED**  
**Apr 20, 2015 08:00 AM**  
**Secretary of State**

ARTICLES OF ORGANIZATION

**FILED**  
**Apr 20, 2015 08:00 AM**  
**Secretary of State**

OF

**UNINSURED UNITED PARACHUTE MANUFACTURING, LLC**

The undersigned acting as the organizer of UNINSURED UNITED PARACHUTE MANUFACTURING, LLC, under the Florida Limited Liability Company Act, Chapter 605, *Fla. Stat.*, adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is UNINSURED UNITED PARACHUTE MANUFACTURING, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and the street address of the principal office of the limited liability company is 1645 Lexington Avenue, DeLand, Florida 32724.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The limited liability company is to be managed by a manager and the name and address of the individual who is to serve as initial manager until the first annual meeting of the member or until his successor is elected and qualified is:

Name

Address

WILLIAM R. BOOTH

1645 Lexington Avenue  
DeLand, Florida 32724

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, *Fla. Stat.*

**FILED**  
**Apr 20, 2015 08:00 AM**  
**Secretary of State**

**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Robert L. Feldman, Esq., whose address is 8900 SW 107 Avenue, Suite 203, Miami, Florida 33176.

A copy of the registered agent's acceptance to serve accompanies these Articles.

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

**ARTICLE IX - Indemnification:**

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

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**ARTICLE X – Member Interests:**

The Company is authorized to issue both voting and nonvoting member certificates. All common member certificates shall be identical in all respects except the nonvoting member certificates shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting member interests.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization effective as of this 24<sup>th</sup> day of February, 2015.

These articles shall be effective as of April 20, 2015.

  
WILLIAM R. BOOTH



**FILED**  
**Apr 20, 2015 08:00 AM**  
**Secretary of State**

**ACCEPTANCE OF APPOINTMENT OF  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 605.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **UNINSURED UNITED PARACHUTE MANUFACTURING, LLC.**

2. The name and address of the registered agent is:

Robert L. Feldman, Esq.,  
8900 SW 107 Avenue, Suite 203  
Miami, Florida 33176

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.

  
ROBERT L. FELDMAN

Dated effective this 24<sup>th</sup> day of February, 2015.