

L15000076678

(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:

Prior effective date 6000
AR must be filed - 7016

Office Use Only



200269137052

03/05/15--01024--019 **150.00

effective date 04/20/2015

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15 APR 20 PM 1:36
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R



390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
P.O. BOX 4961 (32802-4961)
TELEPHONE: 407.839.4200
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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: Skydive Tandem, 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

4850-0298-4226, v. 1



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ANTHONY W. JUSTICE, PARALEGAL
DIRECT LINE: 407-839-4214
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April 21, 2015

PERSONAL AND CONFIDENTIAL

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

Re: Skydive Tandem, Inc.
W15000021509

Dear Clerk:

Enclosed for filing are the following documents necessary to convert the above-referenced Inc. to an LLC:

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

As we understand it, our check in the amount of \$150.00 reflecting the cost associated with this filing is still in your possession and the funds will be applied to this filing. Once filed, please forward confirmation 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

4811-2634-4227, v. 1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 27, 2015

ANTHONY W. JUSTICE
BROAD AND CASSEL
P.O. BOX 4961
ORLANDO, FL 32802-4961

SUBJECT: SKYDIVE TANDEM, LLC
Ref. Number: W15000021509

We have received your document for SKYDIVE TANDEM, 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 Certificate of Conversion must state the effective date of the conversion. The effective date 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 of the conversion under the laws governing the other business entity.

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 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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 015A00006194

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15 APR 29 PM 4: 50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION FOR
SKYDIVE TANDEM, INC. - 898 - 22270
TO
SKYDIVE TANDEM, LLC**

15 APR 20 11:36
SECRET
FALL 2015

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

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

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 SKYDIVE TANDEM, INC., incorporated under the laws of the State of Florida March 9, 1998.

6. The name of the LLC, as set forth in the attached Articles of Organization is SKYDIVE TANDEM, 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 20th day of April, 2015.

SKY DIVE TANDEM, 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

By: William R Booth
WILLIAM R. BOOTH, Trustee

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15 APR 20 PM 1:36
ALBANY, NY

ARTICLES OF ORGANIZATION
OF
SKYDIVE TANDEM, LLC

15 APR 20 PM 1:36
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TALLAHASSEE

The undersigned acting as the organizer of SKYDIVE TANDEM, 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 SKYDIVE TANDEM, 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.*

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.

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 this ~~20th~~ day of *April*, 2015.


WILLIAM R. BOOTH

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FALLAPPROPRIATE

**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 **SKYDIVE TANDEM, 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 20th day of April, 2015.

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TALLAHASSEE