

U5000092650

(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



100273287301

05/26/15--01036--019 \*\*150.00

FILED

2015 MAY 26 P 3:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 27 2015  
T SCHROEDER

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** EXPOFOODS 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:

LIVIA DELGADO  
(Contact Person)  
GENESIS TAX HOUSE  
(Firm/Company)  
411 SE MIZNER BLVD STE 72  
(Address)  
BOCA RATON, FL 33432  
(City, State and Zip Code)  
LIVIA.DELGADO@GENESISTAXHOUSE.COM  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

LIVIA DELGADO at (954) 782-4000  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$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:  
EXPOFOODS CORP PH-5586

(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 01/17/2014 (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**:  
EXPOFOODS 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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

**FILED**  
2015 MAY 26 P 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 12 day of MAY 2015

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: MARCO A ISSE Title: PRESIDENT

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

Signature: \_\_\_\_\_

Printed Name: MARCO A ISSE Title: PRESIDENT

Signature: \_\_\_\_\_

Printed Name: DENISE K ISSE 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)

**ARTICLES OF ORGANIZATION**  
**OF**  
**EXPOFOODS LLC**

**A Florida Limited Liability Company pursuant to Chapter 605, Florida Statutes**

**ARTICLE I – NAME**

The name of this Limited Liability Company shall be  
***Expofoods LLC***  
(Hereinafter, "Company").

**ARTICLE II – ADDRESS**

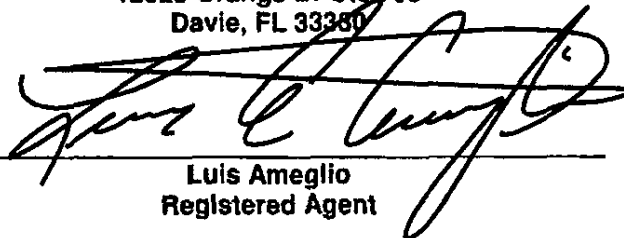
The principal office address of this Company shall be:  
**12525 Orange Dr Ste 705**  
**Davie, FL 33330**

and the mailing address of this Company shall be:  
**Same as principal**

**ARTICLE III – INITIAL REGISTERED OFFICE AND AGENT**

The name and the Florida street address of the registered agent are:

**LUIS AMEGLIO**  
**12525 Orange Dr Ste 705**  
**Davie, FL 33330**

  
**Luis Ameglio**  
**Registered Agent**

*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 as provided for in Chapter 605, F.S..*

1.866.325.3829  
304 Somerville Ave. Somerville, MA 02143  
14 Union Ave. Framingham, MA 01702



1.800.460.4829  
411 SE Mizner Blvd Ste 72  
Boca Raton, FL 33432

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2015 MAY 26 P 3:50

FILED

#### **ARTICLE IV – MANAGEMENT**

The name and address of each person authorized to manage and control the Limited Liability Company until the successors are elected and qualified in accordance with the regulations of this Company:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>Marco A Isse Manager</b>	<b>12525 Orange Dr Ste 705 Davie, FL 33330</b>

#### **ARTICLE V – DURATION / TERM OF EXISTENCE**

This Company shall commence its existence on the date of the filing of theses Articles with the Department of State. The existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

#### **ARTICLE VI –PURPOSE OF BUSINESS AND POWERS**

This Company may engage in any legal and lawful activity or business permitted under the laws of the United States and of this state. This Company may exercise all power and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

#### **ARTICLE VII – ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to this Company except with the unanimous consent of the majority of the members of this Company and on the terms determined by these Articles of Organization.

#### **ARTICLE VIII – AMENDMENT**

These Articles of Organization may be amended in accordance with the Florida Limited Liability Company Act.

FILED  
MAY 26 P 3:50  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

1.866.325.3829  
304 Somerville Ave. Somerville, MA 02143  
14 Union Ave. Framingham, MA 01702



**GENESIS  
TAX HOUSE**

1.800.460.4829  
411 SE Mizner Blvd Ste 72  
Boca Raton, FL 33432

## **ARTICLE IX – MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this Company, the remaining members shall have the right to continue the business provided there is at least one remaining member.

## **ARTICLE XII – DISSOLUTION**

This Company may be dissolved at any time on the affirmative vote of at least two thirds (2/3) of majority of the members of this Company entitled to vote thereon. On dissolution, the Company's property and assets shall, after payment of all debts of the Company, be distributed to the members according to the preceding contribution of each one to the capital of this Company.

In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

May 12, 2015.

  
\_\_\_\_\_  
**Marco A Isse**  
Member or Authorized Representative of a Member

**FILED**  
2015 MAY 26 P 3:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1.866.325.3829  
304 Somerville Ave. Somerville, MA 02143  
14 Union Ave. Framingham, MA 01702



1.800.460.4829  
411 SE Mizner Blvd Ste 72  
Boca Raton, FL 33432