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TALLAHASSEE, FLORIDA

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390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
P.O. BOX 4961 (32802-4961)
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REGINA RABITAILLE, ESQ.
DIRECT LINE: 407-839-4200
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June 18, 2015

VIA CERTIFIED MAIL

PERSONAL AND CONFIDENTIAL

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

RE: Danray Properties, LLC.

Dear Clerk:

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

1. Certificate 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

Brenda L. Shields, Legal Assistant to
Regina Rabitaille, Esquire

RER/bls
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 29, 2015

BROAD AND CASSEL
ATTN: BRENDA L SHIELDS
PO BOX 4961
ORLANDO, FL 32802-4961

SUBJECT: DANRAY PROPERTIES, INC.
Ref. Number: W15000044337

We have received your document for DANRAY PROPERTIES, 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):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

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) 245-6052.

Tim Burch
Regulatory Specialist II

Letter Number: 415A00013598

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**CERTIFICATE OF CONVERSION FOR
DANRAY PROPERTIES, INC.
TO
DANRAY PROPERTIES, 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. DANRAY PROPERTIES, INC. (the "Corporation") has been converted to DANRAY PROPERTIES, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §605 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 Statutes.

3. The effective date of the conversion shall be the date of filing with the Secretary of State.

4. The mailing address for the LLC is 19020 Ralston Street, Orlando, Florida 32833, and the street address of the principal office of the LLC is 19020 Ralston Street, Orlando, Florida 32833.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is DANRAY PROPERTIES, INC., incorporated under the laws of the State of Florida January 18, 1995.

6. The name of the LLC, as set forth in the attached Articles of Organization is DANRAY PROPERTIES, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §605.1006 and 605.1061-605.1072.

(SIGNATURES ON FOLLOWING PAGE)

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TALLAHASSEE, FLORIDA

DATED effective this July 7, 2016

DANRAY PROPERTIES, INC.

By: Dan R. Hallauer
DAN R. HALLAUER, President

MEMBER:

Dan R. Hallauer
DAN R. HALLAUER

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
DANRAY PROPERTIES, LLC

The undersigned acting as the organizer of DANRAY PROPERTIES, 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 DANRAY PROPERTIES, LLC (the "Company").

ARTICLE II - Address:

The mailing address and the street address of the principal office of the limited liability company is 19020 Ralston Street, Orlando, Florida 32833.

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 members or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
DAN R. HALLAUER	19020 Ralston Street Orlando, Florida 32833

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.*

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TALLAHASSEE, FLORIDA

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Dan R. Hallauer, whose address is 19020 Ralston Street, Orlando, Florida 32833.

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 ("Indemnitee"), 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 Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee 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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TALLAHASSEE, FLORIDA

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 4th day of June, 2015.


DAN R. HALLAUER

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TALLAHASSEE, FLORIDA

**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 **DANRAY PROPERTIES, LLC.**
2. The name and address of the registered agent is:

Dan R. Hallauer
19020 Ralston Street
Orlando, Florida 32833

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.



DAN R. HALLAUER

Dated effective this 4th day of June, 2015.

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