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(City/State/Zip/Phone #)

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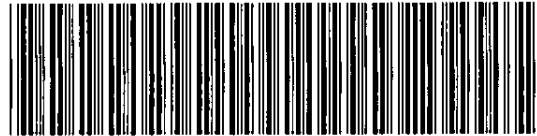
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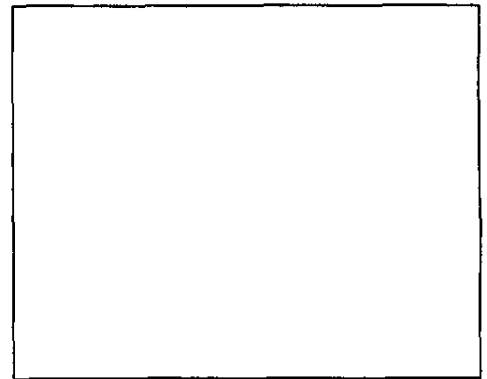
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ENTITY NAME:

KINSMEN MANAGEMENT SERVICES, LLC

CK# 7123 FOR \$150.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

**Certificate of Conversion
Converting a
Florida Corporation
into a
Florida Limited Liability Company**

This Articles of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation into a Florida limited liability company in accordance with Section 605.1045, Florida Statutes and Section 607.1113, Florida Statutes.

1. The name and the address of the Florida corporation (the "Corporation") immediately prior to the filing of this Articles of Conversion is:

Innovative Capital Management, Inc. 811-65928
5012 Gunn Highway
Tampa, Florida 33624

2. The Corporation is a corporation first organized under the laws of the State of Florida effective as of January 1, 2010.

3. The name and the address of the Florida limited liability company (the "LLC") as set forth in the attached Articles of Organization is:

Kinsmen Management Services, LLC
5012 Gunn Highway
Tampa, Florida 33624

4. The conversion is permitted by the applicable laws governing the Corporation and the conversion complies with such laws and the requirements of Section 605.1041, Florida Statutes, in effecting the conversion.

5. The Plan of Conversion was approved by the Corporation in accordance with Sections 607.1112-607.1114, Florida Statutes.

6. To the extent that the sole shareholder of the Corporation has appraisal rights, the Corporation has agreed to pay such shareholder the amount to which such shareholder is entitled pursuant to Sections 607.1301-607.1333, Florida Statutes.

7. Pursuant to the terms and conditions of the conversion effectuated by this Certificate of Conversion, the one thousand (1,000) shares of common stock in the Corporation shall be cancelled and extinguished, and in exchange the sole shareholder of the Corporation shall receive and be considered to have received all the membership interests of the LLC.

8. The conversion will be effective on January 1, 2016.

(Signature Page Follows)

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion for the uses and purposes therein stated on this 31st day of December, 2015, but effective as of January 1, 2016.

Innovative Capital Management, Inc.,
a Florida corporation

By: 

Mitchell Roop, President

Kinsmen Management Services, LLC,
a Florida limited liability company

By: Kinsmen Brands, Inc., Manager

By: 

Mitchell Roop, President

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NOTARY PUBLIC
STATE OF FLORIDA

**ARTICLES OF ORGANIZATION
OF
KINSMEN MANAGEMENT SERVICES, LLC**

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

Kinsmen Management Services, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of the Company shall be:

5012 Gunn Highway
Tampa, Florida 33624

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of the Company at such office shall be TK Registered Agent, Inc. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles of Organization or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

ARTICLE VI

Effective Date

The effective date of these Articles of Organization shall be January 1, 2016.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 605.0201, Florida Statutes, has executed these Articles of Organization for the uses and purposes herein stated, this 31st day of December, 2015, to be effective as of January 1, 2016.


Julia S. Lee, Authorized Representative

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CLERK OF DISTRICT COURT
JULIA S. LEE

KINSMEN MANAGEMENT SERVICES, LLC
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 31st day of December, 2015, effective as of January 1, 2016.

TK REGISTERED AGENT, INC.

By: 

Julia S. Lee

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