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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

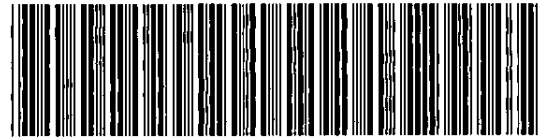
(Business Entity Name)

(Document Number)

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

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04/21/16  
2:32

04/21/16

# Salvatori, Wood, Buckel, Carmichael & Lottes

ATTORNEYS AT LAW

9132 Strada Place, Fourth Floor, Naples, FL 34108-2683

Kevin Carmichael  
Direct: 239.552.4127  
E-mail: k2c@swbcl.com

Tel: 239.552.4100  
Fax: 239.649.1706  
Web: www.swbcl.com

April 13, 2016

**VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Division of Corporations  
Department of State  
Corporate Filings  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Conversion – Other Business Entity (MN LLC) into a Florida LLC  
Fresh Look Consulting, LLC

Dear Sir/Madam:

Enclosed please find a check in the amount of \$180.00, for filing fees and a certified copy of the following documents:

1. *Certificate of Conversion* for Fresh Look Consulting, LLC, a Minnesota limited Liability Company into Fresh Look Consulting, LLC, a Florida Limited Liability Company;
2. *Plan of Conversion*, together with a copy of the original filed Articles of Organization of the converting organization, Fresh Look Consulting, LLC, a Minnesota Limited Liability Company; and
3. *Articles of Organization* of Fresh Look Consulting, LLC, a Florida Limited Liability Company.

Once filed, kindly return the certified copy in the prepaid envelope provided. Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

SALVATORI, WOOD, BUCKEL, CARMICHAEL & LOTTES

Kevin Carmichael

K2C/jh  
Enclosures as stated

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FRESH LOOK CONSULTING, 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:

KEVIN CARMICHAEL, ESQ.

(Contact Person)

SALVATORI, WOOD & BUCKEL, P.L.

(Firm/Company)

9132 STRADA PLACE, FOURTH FLOOR

(Address)

NAPLES, FL 34108

(City, State and Zip Code)

JLH@SWBCL.COM

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

KEVIN CARMICHAEL at (239) 552-4100

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☒ \$180.00 Filing Fees  
and Certified Copy

☐ \$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:  
FRESH LOOK CONSULTING, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of MINNESOTA  
on OCTOBER 3, 2011 ✓  
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
FRESH LOOK CONSULTING, 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.

RECEIVED  
FLORIDA DEPARTMENT OF STATE  
OCT 10 2011 10:23 AM

Signed this 13<sup>th</sup> day of April 202016

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

Signature of Authorized Representative: Richard L. Marcantonio

Printed Name: RICHARD L. MARCANTONIO

Title: DIRECTOR

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

Signature: Richard L. Marcantonio

Printed Name: RICHARD L. MARCANTONIO

Title: DIRECTOR

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

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

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)  |

**Plan of Conversion  
Of  
Fresh Look Consulting, LLC, a Minnesota Limited Liability Company  
Into  
Fresh Look Consulting, LLC, a Florida Limited Liability Company**

*This Plan of Conversion is entered into this 13<sup>th</sup> day of April, 2016 by the sole Member and Manager of Fresh Look Consulting, LLC, a Minnesota Limited Liability Company intending to convert into a Florida Limited Liability Company under a Plan of Conversion detailed in Fla. Stat. §608.4402, §608.4403 and 608.439 and MN Statutes, Chapters 302A and 322B.*

1. The sole Member and Manager by his signature below has waived all notice provisions of the Plan of Conversion under Minnesota and Florida Statutes.
1. The name of the Minnesota Limited Liability Company converting into the Florida Limited Liability Company is:  
Fresh Look Consulting, LLC
3. The name of the surviving Florida Limited Liability Company is:  
Fresh Look Consulting, LLC
4. The sole Member and Manager through his signature below consents to the conversion of the Minnesota Limited Liability Company into a Florida Limited Liability Company, reserving his right to file a Certificate of Conversion and Articles of Organization with the Florida Department of State.
5. Ownership of the Membership Interest of the sole member shall not be affected by the conversion.
6. Attached to this Plan of Conversion are the original filed Articles of Organization of the converting organization Fresh Look Consulting, LLC, a Minnesota Limited Liability Company.
7. Articles of Conversion complying with the requirements of Minnesota law will be filed with the State of Minnesota.
8. The converted limited liability company does not intend to do business in the State of Minnesota.

Fresh Look Consulting, LLC, a Minnesota  
Limited Liability Company now a Florida Limited  
Liability Company

By: 

Richard L. Marcantonio, Sole Member

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

FRESH LOOK CONSULTING, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

### Principal Office Address:

3760 Mahogany Bend Drive

Naples, FL 34114

### Mailing Address:

3760 Mahogany Bend Drive

Naples, FL 34114

## ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

SALVATORI, WOOD & BUCKEL, P.L.

Name

9132 STRADA PLACE, FOURTH FLOOR

Florida street address (P.O. Box **NOT** acceptable)

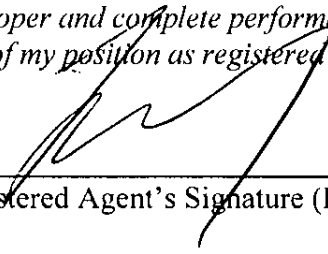
NAPLES

City

FL 34108

Zip

*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..*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

FILED  
2020 JUN 15 PM 2:22  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF S.W. FLORIDA

**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

**Name and Address:**

RICHARD L. MARCANTONIO

3760 Mahogany Bend Drive

Naples, FL 34114

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**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.

**ARTICLE VI:** Other provisions, if any.

**REQUIRED SIGNATURE:**



**Signature of a member or an authorized representative of a member.**

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.  
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.

RICHARD L. MARCANTONIO

Typed or printed name of signee

**Filing Fees**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)      \$ 5.00 Certificate of Status (Optional)**