

46000079510

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

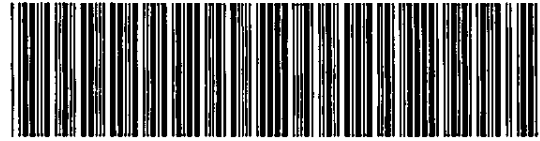
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JAN 20 2017
S. YOUNG



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 11, 2017

JOHN BUCY
BUCY & MUSE, PLLC
6633 HIGHWAY 290 EAST STE 104
AUSTIN, TX 78723

SUBJECT: HENLEY TECHNOLOGIES, LLC
Ref. Number: L16000079510

We have received your document for HENLEY TECHNOLOGIES, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The converting Florida entity must be active on our records.

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) 245-6051.

Shelia H Young
Regulatory Specialist II

Letter Number: 617A00000693

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Bucy & Muse, PLLC

6633 Highway 290 East, Suite 104
Austin, Texas 78723
Phone: (512) 291-6505
Fax: (512) 291-6558
E-Mail: john@johnbucy.com

January 4, 2017

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

VIA CERTIFIED MAIL:
7016 0910 0000 3058 8828

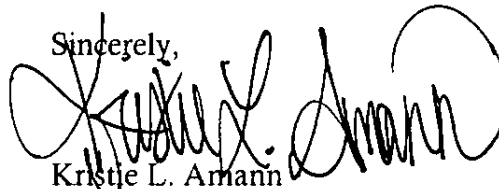
Re: Henley Technologies, LLC; Articles of Conversion for Florida Limited Liability Company into "Converted or Other Business Entity"

To Whom It May Concern:

Attach please find the Cover Letter, Articles of Conversion for Florida Limited Liability Company into "Converted or Other Business Entity", check number 1064 in the amount of \$60.00 for the filing fee, certified copy and certificate of status. Also attached is the Certificate of Formation, Written Consent and Plan of Conversion.

If you wish to discuss this matter, or have any questions regarding this letter, you may contact me at the telephone number above.

Sincerely,



Kristie L. Amann
Legal Assistant to
John H. Bucy, II

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Henley Technologies, LLC
Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

John Bucy

Contact Person

Bucy & Muse, PLLC

Firm/Company

6633 Highway 290 East, Suite 104

Address

Austin, Texas 78723

City, State and Zip Code

john@johnbucy.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kristie Amann

at (512) 291-6505

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☒ \$60.00 Filing Fee,
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

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Articles of Conversion
For
Florida Limited Liability Company
Into
"Converted or Other Business Entity"

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Henley Technologies, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Converted or Other Business Entity" is:

Henley Technologies, LLC

Enter Name of "Converted or Other Business Entity"

3. The "Converted or Other Business Entity" is a **limited liability company**
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Texas**

(Enter state, or if a non-U.S. entity, the name of the country)

on **January 4, 2017**

(Date of organization, formation or incorporation)

and the formation document is attached (if applicable).

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: **January 4, 2017**

(The effective date: 1) cannot be prior to 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 of the conversion under the laws governing the "Other Business Entity.")

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.

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6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":

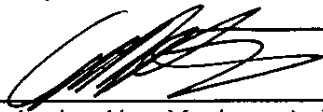
a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 1200 Hawks Canyon Circle
Austin, Texas 78732

Mailing Address: 1200 Hawks Canyon Circle
Austin, Texas 78732

7. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 4th day of January, 2017

Signature: 

Must be signed by a Member or Authorized Representative

Printed Name: Gabriel Spitz Title: Manager and Member

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)

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**CERTIFICATE OF FORMATION
LIMITED LIABILITY COMPANY**

ARTICLE 1 – ENTITY NAME AND TYPE

The filing entity being formed is a Texas limited liability company. The name of the entity is Henley Technologies, LLC.

ARTICLE 2 – REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent is an individual resident of the State of Texas and whose name is Gabriel Eduardo Spitz. The business address of the registered agent and the registered office address of the converting entity is 1200 Hawks Canyon Circle, Austin, Texas 78732.

ARTICLE 3 – GOVERNING AUTHORITY

The limited liability company will have managers. The name and address of the initial manager is set forth below:

NAME	ADDRESS
Gabriel Eduardo Spitz	1200 Hawks Canyon Circle Austin, Texas 78732

ARTICLE 4 – PURPOSE

The purpose for which the limited liability company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organization Code.

ARTICLE 5 – INDEMNITY

The limited liability company shall indemnify the members, managers, officers, employees, and agents of the Company in a manner and to the maximum extent permitted by applicable state or federal law as in effect from time to time.

ARTICLE 6 – ORGANIZER

The name and address of the organizer:

Bucy & Muse, PLLC	6633 Highway 290 East Suite 104 Austin, Texas 78723
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ARTICLE 7 – SUPPLEMENTAL PROVISIONS

Any action required or authorized to be taken under the Texas Business Operations Code or the governing documents of the limited liability company at an annual or special meeting of the members or managers may be taken without holding a meeting, providing notice, or taking a vote if a consent or consents in writing, setting forth the action so taken, shall have been signed by the members or managers, as the case may be, having at least the minimum number of votes that would be necessary to take such action at a meeting at which the members or managers entitled to vote on the action were present and voted. A written consent or consents described in this paragraph must include the date each member or manager signed the consent and is effective to take the action that is the subject of the consent only if the consent or consents are delivered to the limited liability company not later than the 60th day after the date the earliest dated consent is delivered to the limited liability company as required by Section 6.203 of the Texas Business Operations Code. The limited liability company shall promptly notify each member or manager, as the case may be, who did not sign a consent described in this paragraph of the action that is the subject of the consent.

The affirmative vote of the holders of a majority of the membership interests or, if applicable, a majority of the outstanding membership interests of a class or series entitles to vote on or approve any matter or action as to which the Texas Business Operations Code requires a vote of two-thirds or any other specified portion of the shares will be sufficient enough to effect the matter or action subject to that vote, notwithstanding the vote required by the Texas Business Operations Code.

ARTICLE 8 – PLAN OF CONVERSION

Henley Technologies, LLC is being formed pursuant to the Certificate of Conversion and Plan of Conversion filed with the Secretary of State of the State of Florida. The converting entity was named Henley Technologies, LLC. The converting entity was a limited liability company organized under the laws of the State of Florida on April 22, 2016. The mailing address and principal address of the converting entity was 3100 Crump Road, Winter Haven, Florida 33884.

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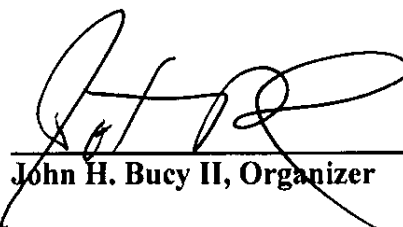
ARTICLE 8 – EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State.

EXECUTION

The undersigned signs this document subject to the penalty imposed by law for the submission of a materially false or fraudulent instrument.

Date: January 4, 2017



John H. Bucy II, Organizer

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING
OF THE SOLE MEMBER OF HENLEY TECHNOLOGIES, LLC**

EFFECTIVE JANUARY 4, 2017

The undersigned, being the sole member of Henley Technologies, LLC, a Florida limited liability company (the "Company"), takes the following actions by written consent:

WHEREAS, the sole Member of the Company resides and does business in the State of Texas;

WHEREAS, the sole Member believes it to be in the best interest of the Company to convert the Company from a Florida limited liability company into a Texas limited liability company; and therefor it be

RESOLVED, that the Plan of Conversion, attached hereto as Exhibit "A", and incorporated herein by reference; the Articles of Conversion, attached hereto as Exhibit "B", and incorporated herein by reference; and the Certificate of Formation, attached hereto as Exhibit "C", and incorporated herein by reference are approved, accepted, ratified, and adopted; and be it

FURTHER RESOLVED, that the Manager of the Company is directed to file the Plan of Conversion and the Articles of Conversion with the Department of State of Florida, and file the Certificate of Formation with the Secretary of State of the State of Texas; and be it

FURTHER RESOLVED, that the Manager of the Company is hereby authorized to take any and all such action as shall be necessary or desirable to convert the Company from a Florida limited liability company into a Texas limited liability company; and it be

FURTHER RESOLVED, that the Manager of the Company is hereby authorized (a) to sign, execute, certify to, verify, acknowledge, deliver, accept, file, and record any and all instruments and documents, and (b) to take, or cause to be taken, any and all such action, in the name and on behalf of the Company, as (in such Manager's judgment) shall be necessary, desirable or appropriate in order to effectuate the purposes of the foregoing resolutions, and be it

FURTHER RESOLVED, that any and all actions taken by the Manager of the Company prior to the date of this Unanimous Consent is actually executed in effecting the purposes of the foregoing resolutions is hereby ratified, approved, confirmed, and adopted in all respects.

THE EFFECTIVE DATE OF THIS UNANIMOUS CONSENT SHALL BE JANUARY 4, 2017.

SOLE MEMBER:



GABRIEL SPITZ

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**PLAN OF CONVERSION
FOR
HENLEY TECHNOLOGIES, LLC, A FLORIDA LIMITED LIABILITY COMPANY
INTO
HENLEY TECHNOLOGIES, LLC, A TEXAS LIMITED LIABILITY COMPANY**

This Plan of Conversion was adopted by the sole Member of the converting entity, Henley Technologies, LLC, a Florida limited liability company, on January 4, 2017, which under the laws of the State of Florida and the laws of the State of Texas is converting into a Texas limited liability company.

- (a) The name of the converting limited liability company:

Henley Technologies, LLC

- (b) The name, jurisdiction of formation, and type of entity of the converted entity:

The name will be Henley Technologies, LLC; the converted entity will be formed in the State of Texas, and the converted entity will be a limited liability company.

- (c) The manner and basis of converting the interests and rights to acquire interests in the converting limited liability company into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.

The 100 Membership Units in the converting entity will be converted into Membership Units in the converted entity on a straight one-for-one exchange.

- (d) The proposed public organic record of the converted entity, if it will be a filing entity.

The Certificate of Formation is attached as Exhibit "A".

- (e) The full text of the private organic rules of the converted entity which are proposed to be in a record, if any.

None

- (f) Any other provision required by the law of this state or the organic rules of the converted limited liability company, if the entity is to be an entity other than a domestic limited liability company.

None

- (g) All other statements required to be set forth in a plan of conversion by the law of the jurisdiction of formation of the converted entity following the conversion.

None

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The conversion will become effective after approval of the Articles of Conversion by the Florida Department of State.

HENLEY TECHNOLOGIES, LLC

BY: 

GABRIEL SPITZ, MANAGER AND MEMBER

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