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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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16 NOV - 1 PM 12:02  
STATE OF FLORIDA  
TALLAHASSEE FLORIDA

11/13/16



Amy E. Jellicorse  
(407) 425-7010  
[ajellicorse@zkslawfirm.com](mailto:ajellicorse@zkslawfirm.com)

October 31, 2016

Florida Department of State  
Division of Corporations  
Attention: Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: UMA Distributors, LLC - Corporate Documentation  
Our File Number: 11488-5

To Whom It May Concern:

Kindly find enclosed herewith the original Articles of Conversion, Articles of Organization and Certificate of Conversion along with a check in the total amount of \$185.00 for the filing of said documents.

Thank you for your kind attention and assistance to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Lisa D. Schmidt", is written over a horizontal line.

Lisa D. Schmidt  
*Corporate Paralegal to Amy E. Jellicorse*

AEJ/lds  
Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** HELIOLCOL USA, 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:

Christine Weingart, Esq.

(Contact Person)

Zimmerman Kiser Sutcliffe, P.A.

(Firm/Company)

315 E. Robinson Street, Suite 600

(Address)

Orlando, FL 32801

(City, State and Zip Code)

cweingart@zkslawfirm.com

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

For further information concerning this matter, please call:

Christine Weingart

at (407) 425-7010

(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

INHS11 (06/15)

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

16 NOV -1 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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:  
HELIOLCOL USA, INC.

(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 09/12/1983 (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**:

HELIOLCOL USA, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: October 27, 2016  
(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.

Signed this 27 day of October 2016

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

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

Printed Name: ITZHAK AMAR Title: President, Magen Eco-Energy USA, INC

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

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

Printed Name: Motijahu Bguli Title: Chairman

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

Printed Name: Liron Teubal Title: Director

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

Printed Name: BENJAMIN BASHACH Title: Director

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

Printed Name: ITZHAK AMAR Title: CEO AND DIRECTOR

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

Printed Name: Dotti O'Leary Title: Secretary

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

Printed Name: Carol Yeager Title: CFO

**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 FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

HELIOCOL USA, 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:

950 Sunshine Lane

Altamonte Springs, FL 32714

### Mailing Address:

950 Sunshine Lane

Altamonte Springs, FL 32714

## 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:

Dotti O'Leary

Name

950 Sunshine Lane

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

Altamonte Springs

FL 32714

City

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)

16 NOV - 1 PM 12:02  
DEPT. OF STATE  
TALLAHASSEE, 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:**

MAGEN ECO-ENERGY USA, INC.  
950 Sunshine Lane  
Altamonte Springs, FL 32714

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: October 27, 2016 (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.

ITZHAK AMAR, President, MAGEN ECO-ENERGY USA, INC.

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)**

NOV - 1 PM 12:02  
STATE OF FLORIDA  
TALLAHASSEE