

L16000226818

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

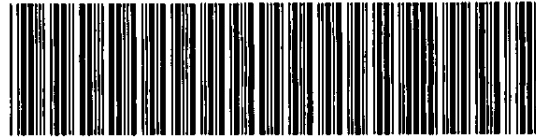
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700292968227

FILED

2016 DEC 12 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

16 DEC 12 AM 11:25

SECRETARY OF STATE
SUFFICIENCY OF FILING

C. GOLDEN

DEC 15 2016

Date: 12/14/2016

Account #: 120000000088

Name: Marisa Kugelman

Reference #: D294725

ENTITY NAME: MANTA COLLECTION, LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

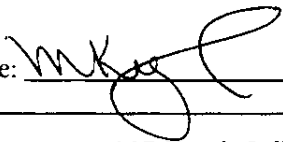
☐ Fictitious Name

☐ Other: _____

FILED
2016 DEC 12 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please retain
original file date.

Authorized Amount: \$ 115.00

Signature: 

115 North Calhoun Street, Suite #4, Tallahassee, FL 32301

Telephone: (866) 625-0838 Fax: (866) 625-0839 International +1 (212) 947-7200

E-Mail: info@nationalcorp.com Website: www.nationalcorp.com

Date: 12/09/2016

Account #: I20000000088

Name: Marisa Kugelman

Reference #: D294725

ENTITY NAME: MANTA COLLECTION, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

** Please file this
FIRST*

FILED
2016 DEC 12 PM 3:27
STATE OF FLORIDA
TALLAHASSEE

Authorized Amount: \$35.00

Signature: *MK*

115 North Calhoun Street, Suite #4, Tallahassee, FL 32301

Telephone: (866) 625-0838 Fax: (866) 625-0839 International +1 (212) 947-7200

E-Mail: info@nationalcorp.com Website: www.nationalcorp.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED

2016 DEC 12 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 12, 2016

NATIONAL CORPORATE RESEARCH, LTD.

SUBJECT: MANTA COLLECTION, LLC
Ref. Number: W16000083048

We have received your document for MANTA COLLECTION, LLC and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$115.00.

Pursuant to section 605.1045, F.S., an unincorporated business entity may convert to a Florida limited liability company. However, the unincorporated business entity must do so by simultaneously filing a Certificate of Conversion and Articles of Organization with this office. Our records reflect the Articles of Organization for the resulting limited liability company were previously filed on . In light of these facts, we are unable to file the enclosed Certificate of Conversion as submitted.

To proceed with the filing of the conversion, you must resubmit your Certificate of Conversion along with a new set of Articles of Organization. The fees to file the conversion will total \$150 and breakdown as follows: \$100 filing fee for the Articles of Organization, \$25 registered agent designation fee, and \$25 filing fee for the Certificate of Conversion.

Because limited liability company names are filed for notice purposes only, you may still file the Conversion under the exact same name as that of the pre-existing limited liability company or you may choose a different name.

With respect to the pre-existing limited liability company, you may voluntarily dissolve the entity by filing Articles of Dissolution for \$25 or simply allow this office to administratively dissolve this entity for failure to file the required uniform business report/annual report form when due.

Please return the corrected original and one copy of 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.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 016A00026380

FILED

**ARTICLES OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA LIMITED LIABILITY COMPANY**

2016 DEC 12 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is MANTA COLLECTION, INC. (the "Corporation").
2. The "Other Business Entity" is a Florida profit corporation first incorporated under the laws of the State of Florida effective October 22, 2015 (Document No.: P15000088196).
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: MANTA COLLECTION, LLC.
4. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of §608.439, F.S., in effecting the conversion.
5. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently incorporated.
6. The conversion shall be effective upon the filing of these Articles of Conversion with the Florida Department of State.

Signed this 6th day of December, 2016.

MANTA COLLECTION, INC.

By: _____

Janeane Marie, President

MANTA COLLECTION, LLC

By: _____

Janeane Marie, Manager

FILED

**ARTICLES OF ORGANIZATION
FOR
MANTA COLLECTION, LLC**

2016 DEC 12 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE 1

NAME

The name of the Limited Liability Company is MANTA COLLECTION, LLC (the "Company").

ARTICLE 2

DURATION

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE 3

NATURE OF BUSINESS

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

ARTICLE 4

ADDRESS

The initial principal office address and mailing address of the Company is 701 Huckleberry Lane, North Palm Beach, Florida 33408.

ARTICLE 5

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company is 4425 Military Trail, Jupiter, Florida 33458, and the name of the initial registered agent of the Company at that address is Mayer & Gitman CPAs, Inc.

ARTICLE 6

MEMBERSHIP CERTIFICATES

Each member's interest in the Company may be evidenced by a membership participation or unit certificate. No member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 7

INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.

(e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE 8

MANAGEMENT

The Company shall be manager-managed in accordance with the Company's Operating Agreement. The initial manager of the company shall be Janeane Marie.

ARTICLE 9

AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles this 6th day of December, 2016.

/s/ Janeane Marie

JANEANE MARIE, Authorized Person

(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Mayer & Gitman CPAs, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Mayer & Gitman CPAs, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.

MAYER & GITMAN CPAs, INC.

By: *Jonathan Gitman*
Name: JONATHAN GITMAN
Title: CPA

Dated: May 9, 2016

FILED
2016 DEC 12 PM 3:27
SECRET
TALLAHASSEE, FLORIDA