

L17000025027

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

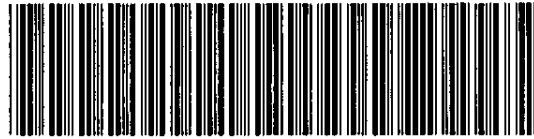
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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C. GOLDEN

FEB -2 2017

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17 FEB - 1 PM 4:13

FILED  
2017 FEB - 1 PM 1:26  
TALLAHASSEE, FL 32301

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 493812 170700A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 150.00

ORDER DATE : February 1, 2017  
ORDER TIME : 3:01 PM  
ORDER NO. : 493812-010  
CUSTOMER NO: 170700A

DOMESTIC CONVERSION FILING

NAME: FIRST DINER, CORP.

EFFECTIVE DATE:

☒ ARTICLES OF CONVERSION  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

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2017 FEB -1 PM 1:26  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FIRST DINER, 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:

JEFF LACILLA

(Contact Person)

BROMLEY COMPANIES

(Firm/Company)

120 FIFTH AVENUE

(Address)

NEW YORK, NEW YORK 10011

(City, State and Zip Code)

JLACILLA@BROMCO.COM

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

For further information concerning this matter, please call:

JEFF LACILLA

(Name of Contact Person)

at (212) 807-7744

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☒ \$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 (08/16)

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2017 FEB -1 PM 1:26  
TALLAHASSEE, FL  
SECRETARY OF STATE

FILED

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

2017 FEB -1 PM 1:26

SECRET  
TALLAHASSEE

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:  
FIRST DINER, CORP.

(Enter Name of Other Business Entity) P01000097923

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 OCTOBER 8, 2001  
(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**:  
FIRST DINER, 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.

6. 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 30TH day of JANUARY 2017.

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

Signature of Authorized Representative:

Printed Name: NICHOLAS HAINES Title: VICE PRESIDENT

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

Signature:

Printed Name: NICHOLAS HAINES Title: VICE PRESIDENT

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)

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TALLAHASSEE FL 32309

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

2017 FEB -1 PM 1:25

SECRET  
TALLAHASSEE, FLORIDA

FIRST DINER, 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:**

1002 NORTH HIMES AVENUE  
TAMPA, FLORIDA 33602

**Mailing Address:**

1002 NORTH HIMES AVENUE  
TAMPA, FLORIDA 33602

**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:

CORPORATION SERVICE COMPANY

Name

1201 HAYS STREET

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

TALLAHASSEE

FL 32301

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..*

Courtney Williams  
Asst. Vice President

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

(CONTINUED)

**ARTICLE IV-**

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

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGR

AMBR

**Name and Address:**

NICHOLAS HAINES

120 FIFTH AVENUE, 11TH FLOOR

NEW YORK, NEW YORK 10011

WILLIAM L. HAINES

120 FIFTH AVENUE, 11TH FLOOR

NEW YORK, NEW YORK 10011

(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.

NICHOLAS HAINES

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)