

# L17000 176501

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

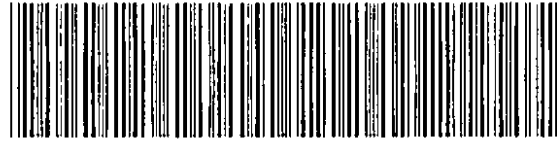
\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer

Office Use Only



200302657532

08/17/17--01007--022 \*\*160.00

08/17/17--01007--023 \*\*20.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
17 AUG 17 PM 4:14

2017 AUG 17 AM 1:36  
TALLAHASSEE, FLORIDA

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Samman Group Inc  
(Corporation Name) (Document #)

2. into  
(Corporation Name) (Document #)

3. Samman Group LLC  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☒ Not for Profit

☒ Limited Liability

☐ Domestication

☐ Other

Conversion  
Articles

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
17 AUG 17 PM 4:14

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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
17 AUG 17 PM 4:14

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 of the Florida Statutes.

The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion was: "SAMMANA GROUP, INC." (the "**Converting Entity**").

The Converting Entity is a corporation that was first incorporated under the laws of the State of Florida on May 30, 2006. The document number for such filing is P06000075047 and the Converting Entity has since remained in good standing and incorporated under the laws of the State of Florida.

The name of the Florida limited liability company as set forth in the attached Articles of Organization is: "SAMMANA GROUP, LLC" (the "**Converted Entity**"). The Converted Entity is a Florida limited liability company.

The plan of conversion has been approved in accordance with all applicable statutes and the governing documents of the Converting Entity.

These Articles of Conversion shall be effective upon the date of filing by the Florida Department of State.

The Converted Entity has agreed to pay any parties having appraisal rights the amounts to which they are entitled, whether under Sections 605.1006 and 605.1061 through 605.1072 of the Florida Statutes, or under Sections 607.1301 through 607.1333 of the Florida Statutes.

Signed as of August 17, 2017.

THE CONVERTING ENTITY:

SAMMANA GROUP, INC.

  
Melbourne F. Yull, as President

THE CONVERTED ENTITY:

SAMMANA GROUP, LLC

  
Melbourne F. Yull, as Manager

**PLAN OF CONVERSION  
AND  
UNANIMOUS WRITTEN CONSENT OF THE  
DIRECTOR AND SHAREHOLDER  
OF  
SAMMANA GROUP, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
17 AUG 17 PM 4:14

By this unanimous written consent of MELBOURNE F. YULL, as the sole director of SAMMANA GROUP INC., a Florida for profit corporation (the "**Corporation**"), and MELBOURNE F. YULL and J. GREGORY HUMPHRIES, in their capacity as Co-Trustees of the CLAUDIA I. YULL DECLARATION OF TRUST, dated September 17, 2008, as amended, as the sole shareholder of the Corporation (the "**Sole Shareholder**"), the undersigned hereby take the following actions, including implementation of a Plan of Conversion for the Corporation, all effective as of August 17, 2017:

WHEREAS, the Corporation is a corporation formed under the laws of the State of Florida; and

WHEREAS, having determined that it is in the Corporation's best interests, the sole director of the Corporation (the "**Sole Director**") wishes to propose the conversion of the Corporation from a Florida corporation to a Florida limited liability company by adopting and recommending a Plan of Conversion (the "**Plan**") to the Sole Shareholder for approval and the conversion of the Corporation into a Florida limited liability company (the "**Conversion**").

NOW, THEREFORE, the Sole Director hereby adopts the following terms and conditions that shall comprise the Plan:

**1. Conversion; Effective Time.**

**1.1. Conversion.** At the Effective Time (as defined in Section 1.2), the Corporation shall be converted within the State of Florida pursuant to and in accordance with Chapter 605 of the Florida Statutes, also known as the Florida Revised Limited Liability Company Act (the "**Act**"), and the Corporation shall thereafter continue to exist as SAMMANA GROUP, LLC, a Florida limited liability company (the "**Resulting Company**"). After the approval of this Plan by the undersigned authorities, the Corporation shall take the following actions:

**1.1.1.** Articles of Conversion, and new Articles of Organization in the form attached hereto as Exhibit A, shall be executed and filed with the Florida Secretary of State on the Resulting Company's behalf.

**1.1.2.** All other filings or recordings required by the State of Florida shall be made in connection with the Conversion. The Conversion shall have the effects specified in this Plan, under the Act, and as otherwise provided by applicable law.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
17 AUG 11 PM 4:14

- 1.2. Effective Time. The Conversion shall be effective upon the filing with the Florida Secretary of State of the Resulting Company's (i) Articles of Conversion (the "**Articles of Conversion**"), and (ii) new Articles of Organization (the "**Effective Time**").

2. Effects of Conversion; Miscellaneous.

- 2.1. Effects of Conversion. Upon and after the Effective Time, the status, rights, and liabilities of, and the effect of the Conversion on, the Corporation and the Resulting Company shall be as provided in the Act and other applicable law. When the Conversion takes effect:

2.1.1. The Corporation shall be converted into and continue in existence as the Resulting Company, which shall then be governed by and subject to the Act, except that, notwithstanding the provisions of Sections 605.0201 and 607.0203 of the Florida Statutes, the Resulting Company's existence shall be deemed to have commenced on the date when the Corporation originally commenced its existence in Florida.

2.1.2. The Conversion shall be understood as effecting a continuation of the Corporation's existence through the Resulting Company.

2.1.3. The title to any property (including any real property) owned by the Corporation shall vest in the Resulting Company without reversion or impairment.

2.1.4. The Conversion shall not be deemed to affect any obligations or liabilities of the Corporation prior to the Conversion and the Resulting Company shall reaffirm all obligations and liabilities of the Corporation, and shall remain subject to all obligations and liabilities of the Corporation.

2.1.5. Any current or pending proceeding against the Corporation may be continued by substituting the Resulting Company in as a party to such proceedings in place of the Corporation.

2.1.6. The outstanding shares of the Corporation's capital stock shall be converted into interests in the Resulting Company in the following manner: all existing and outstanding common shares in the Corporation shall be exchanged for a 100% membership interest in the Resulting Company. The rights of the membership units in the Resulting Company shall be provided in the Resulting Company's Articles of Organization, Operating Agreement, or as otherwise provided by the Manager of the Resulting Company:

2.1.7. An owner of an interest in the Resulting Company shall remain liable for all obligations and liabilities of the Corporation prior to the Conversion, but only to the extent that such owner was personally liable before such Conversion.

2.1.8. Except as otherwise provided in this Plan, the existence of the Corporation as an entity organized and operating under the Florida Business Corporation Act shall end upon the filing of the Company's Articles of Conversion with the Florida Secretary of State.

2.2. Governing Law. This Plan shall be governed by, and construed in accordance with, the laws of the State of Florida, except as otherwise provided.

RESOLVED, that the preceding Plan of Conversion of the Corporation is hereby adopted by the Sole Director of the Corporation; it is

FURTHER RESOLVED, that the Sole Shareholder hereby consents to and approves the above Plan of Conversion effective immediately.

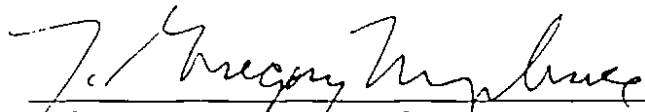
The undersigned parties, as Sole Director and the Sole Shareholder of the Corporation, hereby execute this Unanimous Written Consent, as of the date first above written.

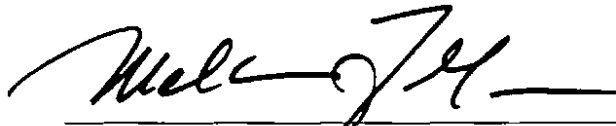
SOLE DIRECTOR:

  
Melbourne F. Yull, as Director

SOLE SHAREHOLDER:

THE CLAUDIA I. YULL DECLARATION OF TRUST, DATED  
SEPTEMBER 17, 2008, AS AMENDED

  
J. Gregory Humphries, as Co-Trustee

  
Melbourne F. Yull, as Co-Trustee

ORLDOCS 15475253 2

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
17 AUG 17 PM 4:14

**ARTICLES OF ORGANIZATION  
FOR  
SAMMANA GROUP, LLC**

The undersigned, acting as the organizing member of a limited liability company under Chapter 605 of the Florida Statutes, the Florida Revised Limited Liability Company Act, hereby files these Articles of Organization, forming the Florida limited liability company described below.

**ARTICLE I  
NAME**

The name of the limited liability company is "SAMMANA GROUP, LLC" (the "Company").

**ARTICLE II  
MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS**

The mailing address and street address of the principal office of the Company are both 8118 Sanderling Road, Sarasota, Florida 34242.

**ARTICLE III  
NAME AND STREET ADDRESS OF REGISTERED AGENT**

The name of the registered agent for service of process in this state for the Company is CORPORATION COMPANY OF ORLANDO. The Florida street address of the registered agent for the Company is 300 South Orange Avenue, Suite 1000 (JGH), Orlando, Florida 32801.

**ARTICLE IV  
MANAGEMENT OF THE COMPANY**

The management of the Company shall be vested in its managers. Accordingly, the Company shall be a manager-managed company. The Company's initial manager is MELBOURNE F. YULL and his address is 8118 Sanderling Road, Sarasota, Florida 34242.

**ARTICLE V  
EFFECTIVE DATE**

These Articles of Organization shall be effective upon filing.

These Articles of Organization were signed by the undersigned authorized representative of the Company on August 17, 2017.

SAMMANA GROUP, LLC, a Florida limited liability company



Melbourne F. Yull, Authorized Representative

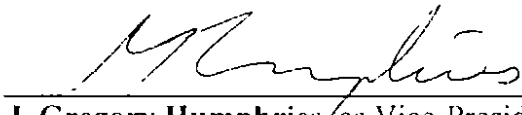
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AUG 17 PM 3:14

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned accepts appointment as the registered agent of SAMMANA GROUP, LLC. The undersigned is familiar with and accepts the obligations of that position, as set forth in Chapter 605, Florida Statutes.

Signed by the undersigned registered agent on August 17, 2017.

**CORPORATION COMPANY OF ORLANDO,**  
Registered Agent

By:   
**J. Gregory Humphries**, as Vice-President

ORLDOCS 15472875 2

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
17 AUG 17 PM 4:14