

L17000233938

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

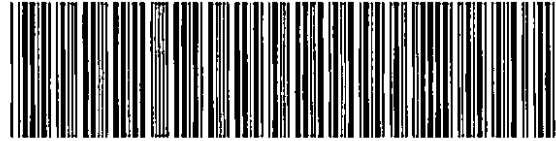
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



800305080998

800305080998  
10/31/17--01026--005 \*\*155.00

FILED  
17 NOV 16 PM 5:27  
FBI - NEW YORK

NOV 15 2017

T SCHROEDER

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Marion Associates, LLC *A*

(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:

Robert E. Boyle

(Contact Person)

Boyle Law Firm

(Firm/Company)

4101 Overlook Circle

(Address)

Bloomington, MN 55437

(City, State and Zip Code)

bobboyle@boylelawfirm.com

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

For further information concerning this matter, please call:

Robert E. Boyle

at (612) 229-9039

(Name of Contact Person)

(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:

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

### MAILING ADDRESS:

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

*A This company is currently  
registered to do business in  
Florida as a Minnesota  
LLC as # M05000000415*

**ARTICLES OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"**

**INTO  
MARION ASSOCIATES, LLC** *mos-415*

These Articles of Conversion and attached Articles of Organization are submitted to convert the "Other Business Entity", Marion Associates, LLC, a Minnesota limited liability company into a Florida limited liability company in accordance with Florida Statutes Chapter 605.1045:

**Article 1  
Statement of Conversion**

The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is Marion Associates, LLC.

**Article 2  
Name and Jurisdiction of "Other Business Entity"**

The "Other Business Entity" is a limited liability company first organized under the last of the State of Minnesota on the 27<sup>th</sup> day of December 2004.

**Article 3  
Name of Converted Entity**

The name of the Florida limited liability company is Marion Associates, LLC.

**Article 4  
Effective Date**

The effective date is the filing date.

**Article 4  
Conversion Approved**

The plan of conversion has been approved in accordance with all applicable statutes.

**Article 5  
Conversion Approved Florida**

The conversion was approved as required by Florida Statutes, Chapter 605, et. seq.

**Article 6  
Liability to Members**

The "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 6<sup>th</sup> day of November 2017

By: *Joseph Marion*

Joseph J. Marion, Sole Member

Printed Name: JOSEPH MARION

Signature on behalf of "Other Business Entity"

By:

Joseph J. Marion  
Joseph J. Marion, Sole Member

IN WITNESS WHEREOF, the undersigned has signed his name on this 6<sup>th</sup> day of November 2017.

By:

Joseph J. Marion  
Joseph J. Marion, Sole Member

17 NOV 16 11:02:27  
2016 11 16 11:02:27

**ARTICLES OF ORGANIZATION  
OF  
MARION ASSOCIATES, LLC**

The undersigned, in order to form a limited liability company under Florida Statutes, Chapter 605 et seq., hereby adopts the following Articles of Organization:

**Article 1**

**Name;**

The name of the limited liability company is Marion Associates, LLC, (the "Company").

**Article 2**

**Address**

The principal office and the mailing address of the Company is

131 NW 1<sup>st</sup> Avenue  
Delray Beach, FL 33444.

**Article 3**

**Registered Agent**

The name and address of the person who has agreed to act as the registered agent of the Company is as follows:

Joseph J. Marion  
6550 Newport Lake Circle  
Boca Raton, FL 33496

*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

**Article 4**

**Member Managed**

The Company shall be member managed. The name and address of the person authorized to manage and control the Company:

Authorized Member Joseph J. Marion  
6550 Newport Lake Circle  
Boca Raton, FL 33496

## **Article 5**

### **Membership Interests**

All membership interests are ordinary membership interests entitled to vote and are of one class and one series having equal rights and pursuant to Florida Statutes shall have the power to establish more than one class or series of membership interests and to fix the relative rights and preferences of any such different classes or series.

## **Article 6**

### **Fundamental Changes**

In any of the following types of actions or transactions for which the law requires a vote of the outstanding voting interests of the members, the affirmative vote of a majority of the members entitled to vote shall be required to authorize such actions or transactions:

- (i) Amendment of these Articles of Organization;
- (ii) A merger with any other limited liability company;
- (iii) An exchange of one or more classes or series of membership interests of the Company for membership interests of one or more classes or series of one or more other limited liability companies; or
- (iv) The sale, lease, transfer or other disposition of all, or substantially all, of the Company's property and assets, including its goodwill, not in the usual and regular course of business.

## **Article 7**

### **Action by the Members**

Any action required or permitted to be taken at a meeting of the members of the Company may be taken by written action signed by the members who own voting power equal to the voting power required to take the same action at a meeting of the members at which all members are present.

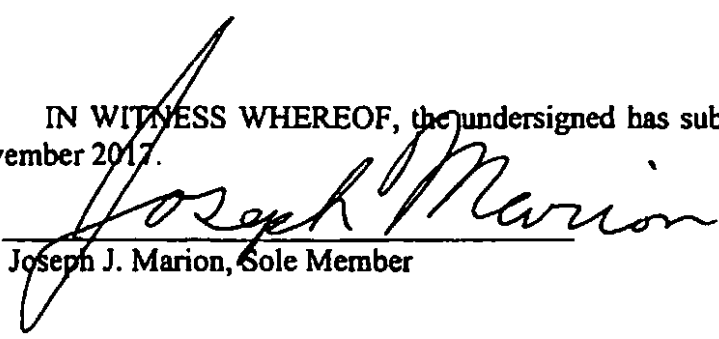
## **Article 8**

### **Limitation of Liability**

No member of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such member as a member; provided, however, that this Article shall not eliminate or limit the liability of a member to the extent provided by applicable law: (i) for any breach of the member's duty of loyalty to the Company or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Florida Statutes Sections 605.04093; (iv) for any transaction from which the member derived an improper personal benefit; or (v) for any act or omission occurring prior to the effective date of this Article 10. No amendment to or repeal of this Article 10 shall apply to or have any effect on the liability or alleged liability of any member of the Company for or with respect to any acts or omissions of such member occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 6<sup>th</sup> day of November 2017.

By:

  
Joseph J. Marion, Sole Member

17 NOV 16 AM 9:27