

L18000143177

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

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

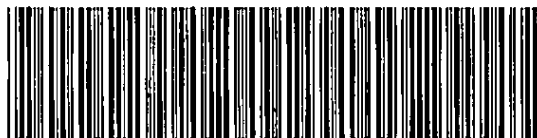
Special Instructions to Filing Officer:

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JUN 12 2018



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18 JUN -4 PM 1:09  
SOUTH CAROLINA  
FBI/DOJ

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Madreira 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:

Stephen Sacco  
(Contact Person)

Madreira USA LLC  
(Firm/Company)

30 Bayside Court  
(Address)

Laconia NH 03246  
(City, State and Zip Code)

SSacco@madeirausa.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Stephen Sacco at ( 800 ) 225-3001 x 104  
(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)

<input checked="" type="checkbox"/> \$150.00 Filing Fees ( \$25 for Conversion & \$125 for Articles of Organization )	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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**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

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18 JUN -4 PM 1:09  
TALLAHASSEE, FL

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

FILED  
18 JUN -4 PM 1:09  
STATE OF FLORIDA  
CLERK OF THE COURT

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:

Madreica USA LTD. Company P29057  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LTD 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 New Hampshire

(Enter state, or if a non-U.S. entity, the name of the country)

on September 1 2017  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Madreica USA LLC  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: September 1 2017

**(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)**

**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 27 day of March 2018.

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

Signature of Authorized Representative: [Signature]

Printed Name: Stephen R Sacco Title: Treasurer - Director of Finance

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

Signature: [Signature]

Printed Name: Stephen Sacco Title: Director of Finance

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:

Fees for Florida Articles of Organization:

Certified Copy:

Certificate of Status:

[ \$25.00  
\$125.00 ]

\$30.00 (Optional)

\$5.00 (Optional)

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# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Madeira USA LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "L.I.C.")

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

### Principal Office Address:

30 Bayside Court  
Laconia NH 03246

### Mailing Address:

30 Bayside Court  
Laconia NH 03246

## 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:

InCorp Services, Inc.

Name

17888 67th Court North

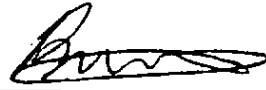
Florida street address (P.O. Box NOT acceptable)

Loxahatchee FL 33470

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..*



Brittney Winder on behalf of InCorp Services, Inc.

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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**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

AmBR

**Name and Address:**

Shirley Clark  
30 Bayside Ct  
Lacrosse NH 03246

Stephen Sacco  
30 Bayside Ct  
Lacrosse NH 03246

(Use attachment if necessary)

**ARTICLE V:** 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.

Stephen R Sacco  
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)**

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18 JUN -4 PM 1:09  
SECRETARY  
DEPT. OF STATE