

L180025042

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

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

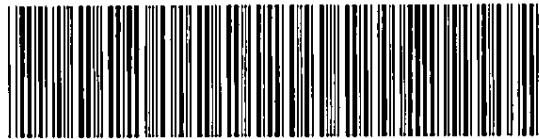
Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer

Office Use Only

M. MOON

OCT 26 2018



800320045508

RECEIVED  
DEPARTMENT OF STATE  
18 OCT 25 PM 4:22

5-11-2018  
18 OCT 25 AM 9:33

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

ACCOUNT NO. : I20000000195

REFERENCE : 456990 4983A

AUTHORIZATION :

COST LIMIT : \$150.00

ORDER DATE : October 23, 2018

ORDER TIME : 3:24 PM

ORDER NO. : 456990-005

CUSTOMER NO: 4983A

DOMESTIC AMENDMENT FILING

NAME: TRF HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION WITH  
ARTICLES OF ORGANIZATION ATTACHED.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft -- EXT# 62925

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

18 OCT 25 AM 9:33

**COVER LETTER**

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

**SUBJECT:** TRF Holdings, 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:

Marilyn D. Adelman

(Contact Person)

Cozen O'Connor

(Firm/Company)

1650 Market Street, Suite 2800

(Address)

Philadelphia, PA 19103

(City, State and Zip Code)

markfishman@globalbrandsgroup.com

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

For further information concerning this matter, please call:

Marilyn D. Adelman

(Name of Contact Person)

at ( 215 ) 665-7241

(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

18 OCT 25 AM 9:34  
136 PM 5710088

P11 000106070

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

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:  
TRF Holdings, Inc.

(Enter Name of Other Business Entity)

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

on 12/14/2011 (FL Domestication)  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:  
TRF Holdings, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(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.

18 OCT 25 AM 9:35  
F-11

Signed this 16th day of October 20 18

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

Signature of Authorized Representative: [Signature]  
Printed Name: Mark Fishman Title: Authorized Person

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

Signature: [Signature]  
Printed Name: Mark Fishman Title: CEO

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)

FILED  
18 OCT 25 AM 5:21  
CLERK OF COURT  
CLERK OF COURT

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TRF Holdings, LLC

(Must contain 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:

Mailing Address:

920 S. Ocean Blvd.  
Manalapan, FL 33462

920 S. Ocean Blvd.  
Manalapan, FL 33462

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:

Mark Fishman

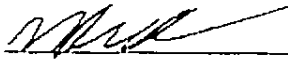
Name

920 S. Ocean Blvd.

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

<u>Manalapan</u>	<u>FL</u>	<u>33462</u>
City	State	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..*



Registered Agent's Signature (REQUIRED)

Mark Fishman

(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

MGR

**Name and Address:**

Mark Fishman

920 S. Ocean Blvd.

Manalapan, FL 33462

MGR

James Rosenfeld

920 S. Ocean Blvd.

Manalapan, FL 33462

(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.

Mark Fishman, Manager

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)

18 OCT 25 PM 9:51  
FILED