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(Business Entity Name)

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TALLAHASSEE, FLORIDA

DEC 18 2018

T SCHROEDER

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

A.B. DESIGN GROUP, LLC

- ☐ Art of Inc. File \_\_\_\_\_
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- ☐ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_
- ☐ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: BA

12/17/18

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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Will Pick Up \_\_\_\_\_

## COVER LETTER

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

**SUBJECT:** A.B. Design Group, 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:

Mary Merrell Bailey, Esq.

(Contact Person)

Your Caring Law Firm PLC

(Firm/Company)

610 S. Maitland Avenue

(Address)

Maitland, Florida 32751

(City, State and Zip Code)

Janet@YourCaringLawFirm.com

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

For further information concerning this matter, please call:

Mary Merrell Bailey

at ( 407 ) 622-1900

(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

**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:

A.B. Design Group, Inc.

PALE-93087  
(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 11/12/1996

(date of organization, formation or incorporation)

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

A.B. Design Group, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: December 31, 2018

(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.

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Signed this 14 day of December 2018.

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

Signature of Authorized Representative: \_\_\_\_\_  
Printed Name: James J. Cantwell, Jr. Title: Manager

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

Signature: \_\_\_\_\_  
Printed Name: James J. Cantwell, Jr. Title: President

Signature: \_\_\_\_\_  
Printed Name: Ross Perdue Title: Secretary

Signature: \_\_\_\_\_  
Printed Name: James Telesz Title: Treasurer

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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# Articles of Organization of the A.B. Design Group, LLC

## A Florida Limited Liability Company

### Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer desires to form a limited liability company under the Laws of the State of Florida by delivering these Articles of Organization in duplicate to the Secretary of State of the State of Florida, in accordance with Florida Revised Limited Liability Company Act (the *Act*).

### Section 1.02 Name

The name of the limited liability company, referred to as the *Company*, is:

A.B. Design Group, LLC.  
A Florida Limited Liability Company

### Section 1.03 Effective Date and Duration

The Company will be effective as of December 31, 2018 and shall perpetually exist, unless dissolved according to law.

### Section 1.04 Purpose

The Company is organized to conduct any lawful business or investment activities, and to exercise all of the powers, rights, and privileges granted to a limited liability company organized under the Act.

A.B. DESIGN GROUP, INC. (EIN 59-3411002) will convert from a Florida corporation to a Florida limited liability company ("LLC") effective December 31, 2018 under Florida law (the conversion transaction). As an LLC, A.B. DESIGN GROUP, INC. will be required to change its name to "A.B. DESIGN GROUP, LLC".

A.B. DESIGN GROUP, INC. was incorporated in Florida on November 12, 1996. A.B. DESIGN GROUP, LLC will elect to be classified as an association taxable as a corporation pursuant to Treas. Reg. Sec. 301.7701-3, effective as of the date of the

A.B. Design Group, LLC,  
A Florida Limited Liability Company  
Articles of Organization

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conversion transaction. (See attached IRS Form 8832). As a result, A.B. DESIGN GROUP, LLC will never be treated as a disregarded entity, but will be treated as a continuation of A.B. DESIGN GROUP, INC. for income tax purposes. The conversion transaction, when combined with A.B. DESIGN GROUP, LLC's election to be taxed as a corporation, will be a mere change in identity or form and will constitute a reorganization under Internal Revenue Code Sec. 368(a)(1)(F).

A.B. DESIGN GROUP, LLC will retain A.B. DESIGN GROUP, INC.'s federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), A.B. DESIGN GROUP, INC.'s tax year will not close as a result of the conversion transaction and no final federal income tax return will be filed. Because Florida conforms to federal entity classification rules, A.B. DESIGN GROUP, LLC will continue existence as a corporation for state income tax purposes as well; A.B. DESIGN GROUP, LLC will, effectively, replace A.B. DESIGN GROUP, INC. for tax purposes in Florida by operation of law and, consequently, A.B. DESIGN GROUP, INC. will not be required to file a final income tax return for federal or state purposes.

Additionally, since A.B. DESIGN GROUP, LLC will continue existence as a corporation and will continue to use A.B. DESIGN GROUP, INC.'s taxpayer identification number for federal tax purposes, A.B. DESIGN GROUP, LLC will continue to use the various tax accounts (e.g., sales tax, payroll withholding, corporate income tax, etc.) already established and used by A.B. DESIGN GROUP, INC. in Florida.

#### **Section 1.05 Principal Place of Business**

The Company's principal place of business is:

**Physical Address:**

1441 N. Ronald Reagan  
Blvd.  
Longwood, Florida 32750

**Mailing Address:**

1441 N. Ronald Reagan  
Blvd.  
Longwood, Florida 32750

#### **Section 1.06 Registered Agent and Registered Office**

The initial Registered Agent's name is James J. Cantwell, Jr. and the original registered addresses are as follows:

**Physical Address:**

1441 N. Ronald Reagan  
Blvd.  
Longwood, Florida 32750

**Mailing Address:**

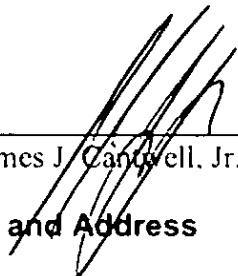
1441 N. Ronald Reagan  
Blvd.  
Longwood, Florida 32750

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### Section 1.07 Registered Agent Consent

I, James J. Cantwell, Jr., a natural person and resident of Florida, accept the appointment as Registered Agent of A.B. Design Group, LLC, a Florida Limited Liability Company. I understand that my responsibilities as agent are to receive service of process, notices, and demands; to forward mail; and to notify the Office of the Secretary of State immediately if I resign or if the registered office address changes from the addresses stated above.

Dated: December 13, 2018.

  
James J. Cantwell, Jr., Registered Agent

### Section 1.08 Organizer's Name and Address

Hallie L. Zobel, Esq., 610 S. Maitland Avenue, Maitland, Florida 32751

### Section 1.09 Additional Contributions

The Operating Agreement specifies the times and amounts of additional contributions the Company.

### Section 1.10 Additional Members

The Company has the right to admit additional Members to the Company under the terms and conditions of the Company's Operating Agreement. Any Member who is later admitted as a Member of the Company will have all of the rights and obligations of an original Member under the Operating Agreement. Any transferee of a Member's Interests in the Company must be treated as an Assignee until that transferee is admitted as an Additional or Substitute Member, if ever, under the Operating Agreement.

### Section 1.11 Business Continuation

If a Company Member's membership in the Company is terminated by an event, the remaining Members and Managers of the Company have the right to continue the Company's business under the terms of the Operating Agreement. A terminating event may include the Member's death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy. If the remaining Members and Managers fail to continue the Company's business according to the terms of the Operating Agreement, the Company must be dissolved and liquidated under the Act and the Operating Agreement.

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### **Section 1.12 Operating Agreement and Authority**

To the extent not expressly required by and provided for in the Act, the manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers, and the rights and obligations of its Members and Managers must be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. This Operating Agreement may be amended from time to time according to its provisions.

### **Section 1.13 Management**

The Company's Managers will manage the Company's business. The Managers have exclusive authority to act for the Company in all matters. The authorities and duties of the Managers are set forth in the Operating Agreement names and addresses of the initial Managers are:

James J. Cantwell, Jr.  
1441 N. Ronald Reagan Blvd.  
Longwood, Florida 32750

Ross Perdue  
1441 N. Ronald Reagan Blvd.  
Longwood, Florida 32750

James Telesz  
1441 N. Ronald Reagan Blvd.  
Longwood, Florida 32750

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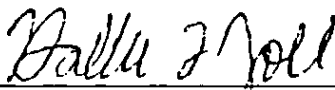
### **Section 1.14 Indemnification and Liability**

As determined by the Managers of the Company, the Company may indemnify and advance expenses to a Member, Manager, employee, or agent of the Company in connection with any proceeding, to the extent permitted by applicable laws and statutes, the Act and the Company's Operating Agreement.

**Section 1.15 Transferability of Interest**

Interest in the Company is nontransferable except as specifically set forth in the Company's Operating Agreement.

Signed on December 13, 2018

  
\_\_\_\_\_  
Hallie L. Zobel, Esq., Organizer

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