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(Requestor's Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 11 2019

W19-3534

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Kaleepa Marketing, 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:

Philip K. Calandrino

(Contact Person)

Small Business Counsel

(Firm/Company)

214 South Park, Ave, Suite B

(Address)

Winter Park, FL 32832

(City, State and Zip Code)

corporations@floridabusinesslaw.com

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

For further information concerning this matter, please call:

Marlene Durand

at (407) 621-4212

(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

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TALLAHASSEE, FL

P18000093503

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:
Kaleepa Marketing, 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 November 13, 2018
(date of organization, formation or incorporation)

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

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: January 2, 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.

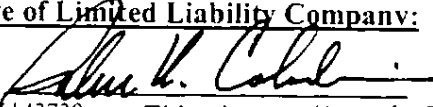
5. The plan of conversion has been approved in accordance with all applicable statutes.

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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TALLAHASSEE, FLORIDA


Signed this 2nd day of January 2019

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Philip K Calandrino, Florida Bar 143730 Title: Attorney /Agent for Organizer

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

Signature: 

Printed Name: Todd A. Brandley Title: Owner

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)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

The undersigned, pursuant to Chapter 605 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of Florida, sets forth the following articles of organization:

ARTICLE I NAME

The name of the limited liability company is Kaleepa Marketing, LLC (the "Company").

ARTICLE II DURATION

Unless earlier terminated under the Act or the Company's written operating agreement, the duration of the company is perpetual.

ARTICLE III PURPOSE

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida and the United States of America. The Company shall have all the powers vested in a limited liability company organized and existing by such laws.

ARTICLE IV ADDRESSES

The Company's mailing address is:

217 N. Westmonte Dr.
Ste 2000
Altamonte Springs, FL 32714

The Company's principal place of business is located at:

217 N. Westmonte Dr.
Ste 2000
Altamonte Springs, FL 32714

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**ARTICLE V
REGISTERED OFFICE AND AGENT**

The initial registered agent, and registered office in Florida for the Company, are:

Assured Compliance Services, LLC
214 S. Park Ave. Ste. B
Winter Park, FL 32789

The undersigned is familiar with and accepts the duties and responsibilities as registered agent for the Company stated under § 605.0113 (3), Fla. Stat; namely, (a) to forward to the limited liability company or registered foreign limited liability company, at the address most recently supplied to the agent by the company or foreign limited liability company which is served on or received by the agent, and (b) if the registered agent resigns, to provide the notice required under § 605.0115(2) to the company or foreign limited liability company at the address most recently supplied to the agent by the company or foreign limited liability company.

ASSURED COMPLIANCE SERVICES, LLC

By:


Authorized Representative

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TALLAHASSEE FLORIDA

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

The members may contribute capital to the Company in the manner prescribed by the Company's written operating agreement, executed by all members, as it may be amended from time to time.

**ARTICLE VII
MEMBERSHIP**

Except as expressly provided in a written operating agreement executed by all members, the Company shall have at least one member at all times and may only admit additional members upon the prior, unanimous written agreement of all then-existing members.

Notwithstanding any oral or written agreement to the contrary, a person or entity who is a prospective member of the Company does not attain status as a member unless the Company has issued a valid equity unit certificate in the name of the member that is signed by the Company's manager or other duly authorized representative. The certificate need not be

sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective member's status as a member is thereby made effective retroactively or prospectively according to the date written on the certificate.

ARTICLE VIII CONTINUITY

Except as expressly provided in a written operating agreement, on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Acts, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent of the Company's remaining members.

ARTICLE IX MANAGEMENT

Except as expressly provided in a written operating agreement, the Company will be managed by a manager or managers.

The initial manager of the Company is Todd A. Brandley.

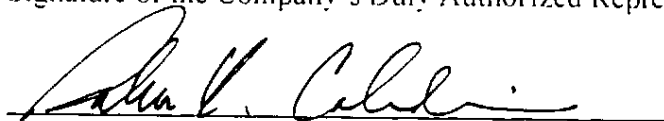
ARTICLE X INDEMNITY

Except as expressly provided in the Company's written operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

ARTICLE XI EFFECTIVE DATE

Pursuant to §605.0207(6)(b), Fla. Stat., the effective date of organization for the Company is January 2, 2018.

Signature of the Company's Duly Authorized Representative:



Philip K. Calandrino
Attorney at Law/Agent for Organizer
Florida Bar 143730

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