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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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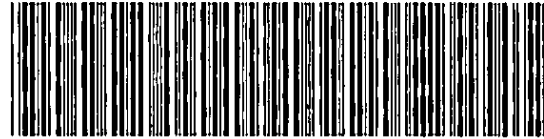
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N CULLIGAN

MAR 11 2019

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: CUBA OUTDOORS 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:

David W. Simpson, Jr.

(Contact Person)

Cuba Outdoors

(Firm/Company)

78 SW 7th Street, Suite 500

(Address)

Miami, Florida 33130

(City, State and Zip Code)

david@cubaoutdoors.com

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

For further information concerning this matter, please call:

David Simpson

at (561) 633-9077
(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 (S25 for Conversion & S125 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2019

DAVID W. SIMPSON, JR.
78 SW 7TH STREET SUITE 500
MIAMI, FL 33130

SUBJECT: CUBA OUTDOORS LLC
Ref. Number: W19000019395

We have received your document for CUBA OUTDOORS LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist II

Letter Number: 619A00004090

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF CONVERSION
OF
CUBA OUTDOORS INC.
INTO
CUBA OUTDOORS LLC.**

These Articles of Conversion and the attached Articles of Organization are submitted in order to convert CUBA OUTDOORS INC., a Florida corporation (the "Company"), into a Florida limited liability company in accordance with Section 605.1045, Florida Statutes.

Section 1. The name of the Company immediately prior to the filing of these Articles of Conversion is CUBA OUTDOORS INC.

Section 2. CUBA OUTDOORS INC. is a corporation first formed under the laws of the State of Florida on May 19, 2014.

Section 3. The jurisdiction of the Company has not changed and will remain the State of Florida.


Section 4. The name of the Florida limited liability company into which the Company will be converted, as set forth in the Articles of Organization attached hereto as Exhibit A, is CUBA OUTDOORS LLC, (the "Converted Company").

Section 5. The effective date of the conversion is the date of filing of these Articles of Conversion with the Florida Department of State.

Section 6. The plan of conversion has been approved in accordance with all applicable statutes and the Converted Company 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.

IN WITNESS WHEREOF, the undersigned have caused the execution of the foregoing Articles of Conversion this 28th day of November, 2018.

CUBA OUTDOORS INC.

By: 
David Simpson, President

CUBA OUTDOORS LLC

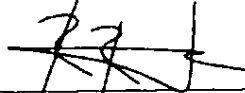
By: 
Rogelio Rodriguez, Manager

Exhibit A

Articles of Organization of CUBA OUTDOORS LLC.

**ARTICLES OF ORGANIZATION
CUBA OUTDOORS LLC**

The undersigned, being the Sole Organizer, desiring to form a limited liability company under and pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is CUBA OUTDOORS LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal place of business and mailing address of the Company is:

78 SW 7TH Street, Suite 500
Miami, Florida 33130

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company names David W. Simpson, Jr. as its initial registered agent at 78 SW 7TH Street, Suite 500, Miami, Florida 33130, to accept service of process within this state.

**ARTICLE IV
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE V
AUTHORIZED UNITS**

The Company is authorized to issue Ten Million (10,000,000) membership units, par value \$0.01 per unit.

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TALLAHASSEE, FLORIDA

ARTICLE VI **MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until his, her or their successor(s) is/are duly elected and qualified.

ARTICLE VII **MANAGERS**

The name and address of the initial Manager of the Company is:

David W. Simpson, Jr.
78 SW 7TH Street, Suite 500
Miami, Florida 33130

Rogelio Rodriguez
78 SW 7TH Street, Suite 500
Miami, Florida 33130

William Avila
78 SW 7TH Street, Suite 500
Miami, Florida 33130

Nichole Mena
78 SW 7TH Street, Suite 500
Miami, Florida 33130

ARTICLE VIII **OFFICERS**

The names and street addresses of the initial officers of the Company are as set forth below:

David W. Simpson, Jr.
78 SW 7TH Street, Suite 500
Miami, Florida 33130

President, Chief Executive Officer

Rogelio Rodriguez
78 SW 7TH Street, Suite 500
Miami, Florida 33130

Vice President

Nichole Mena
78 SW 7TH Street, Suite 500
Miami, Florida 33130

Treasurer

William Avila
78 SW 7TH Street, Suite 500
Miami, Florida 33130

Secretary

ARTICLE IX **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

ARTICLE X **ADDITIONAL MEMBERS**

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

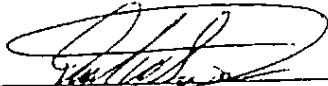
ARTICLE XI **OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Managers of the Company in the manner set forth in the Operating Agreement of the Company, if any.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned has hereunto set its hand and seal this ____th
day of February 12, 2019.

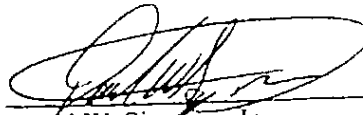
ORGANIZER:



David W. Simpson, Jr.

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for CUBA OUTDOORS LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position this 15 day of February, 2019.



David W. Simpson, Jr.

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TALLAHASSEE, FLORIDA