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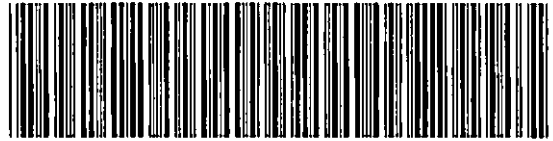
(Business Entity Name)

(Document Number)

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

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19 MAR - 7 PM 5:32  
TALLAHASSEE, FLORIDA

WP-19399



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 27, 2019

T.J. HEINEMANN, ESQ.  
T.J. HEINEMANN, P.A.  
3141 SW MAPP ROAD  
PALM CITY, FL 34990

SUBJECT: NEWRISE, LLC  
Ref. Number: W19000019399

We have received your document for NEWRISE, 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.

DANIEL L O'KEEFE  
Regulatory Specialist II

Letter Number: 019A00004092

# T.J. HEINEMANN, P.A.

ESTATE PLANNING · ASSET PROTECTION · CORPORATE LAW · REAL ESTATE

T.J. HEINEMANN, J.D., LL.M.

\* Master of Laws – Estate Planning

3141 SW MAPLE ROAD

PALM CITY, FL 34990

TEL. 772.888.5667

[ADMIN@TJHEINEMANNPA.COM](mailto:ADMIN@TJHEINEMANNPA.COM)

March 7, 2019

Mr. Daniel L. O'Keefe  
Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Newrise, LLC  
Articles of Conversion and Articles of Incorporation  
Your Ref. Number: W19000019399

Dear Sir or Madam:

Our office is in receipt of your letter dated February 27, 2019 rejecting the conversion of Newrise Corp. to Newrise, LLC. Please be advised that Newrise Corp. has filed its 2019 annual report satisfying your request, a copy of which is attached for your reference. Since all conditions have been satisfied, please proceed with filing the Articles of Conversion for Newrise Corp. and Articles of Organization for Newrise, LLC.

As requested, enclosed please find a copy of your February 27<sup>th</sup> letter along with all of the attachments.

Should you need anything further, please do not hesitate to contact our office.

Very truly yours,



Khristina N. Iwasz, CP  
Paralegal

:kni  
Enclosures

# T.J. HEINEMANN, P.A.

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3141 SW MAPPLE ROAD

PALM CITY, FL 34990

TEL. 772.888.5667

[ADMIN@TJHEINEMANNPA.COM](mailto:ADMIN@TJHEINEMANNPA.COM)

February 14, 2019

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

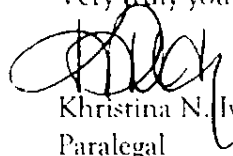
RE: Newrise, LLC  
Articles of Conversion and Articles of Incorporation

Dear Sir or Madam:

Enclosed, please find the Articles of Conversion and Articles of Organization for Newrise, LLC. Also enclosed, please find this office's check in the amount of \$150.00 payable to the Florida Department of State representing the required filing fees.

Should you need anything further, please do not hesitate to contact our office.

Very truly yours,



Kristina N. Iwasz, CP  
Paralegal

:kni  
Enclosures

## COVER LETTER

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

**SUBJECT:** NEWRISE, 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:

T.J. Heinemann, Esq.

(Contact Person)

T.J. HEINEMANN, P.A.

(Firm/Company)

3141 SW Mapp Road

(Address)

Palm City, FL 34990

(City, State and Zip Code)

admin@tjheinemannpa.com

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

For further information concerning this matter, please call:

T.J. Heinemann, Esq.

at ( 772 ) 888-5667

(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:  
NEWRISE CORP.

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

on 6/20/2005  
(date of organization, formation or incorporation)

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

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19 MAR - 7 PM 5:32  
TALLAHASSEE, FLORIDA

Signed this 8TH day of February 2019

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

Signature of Authorized Representative: [Signature]  
Printed Name: T.J. Heinemann, Esq. Title: Authorized Representative

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

Signature: [Signature]  
Printed Name: Bill Robbins Title: CEO

Signature: [Signature]  
Printed Name: Boris Penchev Title: CTO

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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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

NEWRISE, 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:

4101 SW Leighton Farm Ave.

Palm City, FL 34990

#### Mailing Address:

4101 SW Leighton Farm Ave.

Palm City, FL 34990

### 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:

T.J. Heinemann, Esq.

Name

3141 SW Mapp Road

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

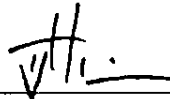
Palm City

City

FL 34990

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)

(CONTINUED)

FILED  
19 MAR -7 PM 5:32  
TALLAHASSEE, FLORIDA



**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:**

Bill Robbins

4101 SW Leighton Farm Ave.

Palm City, FL 34990

MGR

Boris Penchev

4101 SW Leighton Farm Ave.

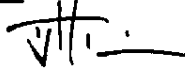
Palm City, FL 34990

(Use attachment if necessary)

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**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.

T.J. Heinemann, Esq. - Authorized Representative

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)**