

# L19000228936

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

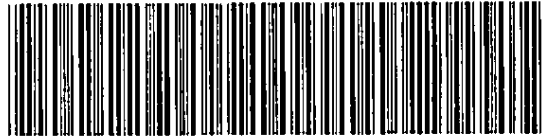
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



500332769865

08/15/19--01013--022 \*\*185.00

19 AUG 15 AM 11:33  
CLERK OF SUPERIOR COURT  
STATE OF COLORADO

C RICO

AUG 15 2019

**COVER LETTER**

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

**SUBJECT:** ISLAND FOODS LP, 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 Weisman, Esq.

(Contact Person)

Greenspoon Marder LLP

(Firm/Company)

200 E. Broward Blvd. Suite 1800

(Address)

Fort Lauderdale, Florida 33301

(City, State and Zip Code)

david.weisman@gmlaw.com

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

For further information concerning this matter, please call:

David Weisman, Esq.

at (954) 491-1120 ext. 1015

(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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
19 AUG 15 AM 11:43

**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:  
Island Foods IP, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a \_\_\_\_\_ corporation **PB-49349**  
(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 June 5, 2013  
(date of organization, formation or incorporation)

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

Island Foods IP, 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.

19 AUG 15 AM 11:43  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

Signed this 19th day of September 20 19

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

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: Brett Overman

Title: Manager

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

Signature: \_\_\_\_\_

Printed Name: Brett Overman

Title: President

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  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
19 AUG 15 AM 11:43

ARTICLES OF ORGANIZATION  
OF  
ISLAND FOODS IP, LLC

THE UNDERSIGNED, pursuant to the provisions of Chapter 605 of the Florida Revised Limited Liability Company Act, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. NAME

The name of the Company is: ISLAND FOODS IP, LLC

2. PERIOD OF DURATION

In accordance with the Florida Revised Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF COMPANY

The mailing and street address of the place of business in Florida for the Company is 225 W. Indies Drive, Palm Beach, Florida 33480.

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the Company is Greenspoon Marder LLP, 200 E. Broward Boulevard, Suite 1800, Ft. Lauderdale, Florida 33301.

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. CONTINUITY OF BUSINESS

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company may be continued with the consent of a majority interest of the remaining members of the Company.

8. MANAGEMENT

The Company is to be managed by Managers. The initial manager shall be as listed below; provided, that the Company may determine, from time to time,

to become member managed or change the manager from time to time and the Company reserves the right to update such information through its annual report filings, amendments to the Company's operating agreement, or as otherwise provided by applicable law:

Brett Overman      225 W. Indies Drive, Palm Beach, Florida 33480

9.     RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10.   RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

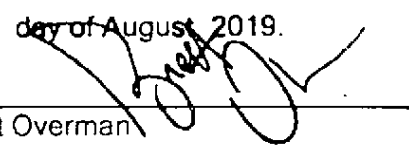
12. REGULATIONS

Pursuant to the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

13. AUTHORIZED REPRESENTATIVE

The name and address of the Authorized Representative signing these Articles is Brett Overman 225 W. Indies Drive, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 8<sup>th</sup> day of August, 2019.

  
Brett Overman

RECEIVED  
DIVISION OF CORPORATIONS  
19 AUG 15 AM 11:43

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Island Foods IP, LLC

2. The name and address of the registered agent and office is:

Greenspoon Marder LLP  
200 E. Broward Boulevard, Suite 1800  
Ft. Lauderdale, Florida 33301

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.

Greenspoon Marder LLP, Registered Agent

By \_\_\_\_\_

David Weisman, Partner, For the Firm

Dated: August 9<sup>th</sup>, 2019

FILED  
DIVISION OF STATE  
19 AUG 15 AM 11:43