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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

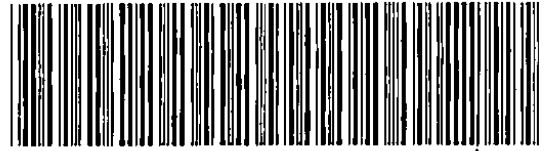
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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TALLAHASSEE, FL
OCT 10 2019

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10/10/2019

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 10/9/2019

****WAL**

ENTITY NAME ENCORE CAMERA GEAR, LLC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

Cert. Copy of Restated Arts & Amends if available. If not provide Cert. Copy of Arts & Amends.

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$150.00

CHECK # 6691

Please call Tina at the above number for any issues or concerns. Thank you so much.

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ENCORE CAMERA GEAR, 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:

JUSTIN J. KLATSKY, ESQ.

(Contact Person)

VALRICO LAW GROUP

(Firm/Company)

3626 ERINDALE DR.

(Address)

VALRICO, FL 33596

(City, State and Zip Code)

gohara67@gmail.com

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

For further information concerning this matter, please call:

JUSTIN J. KLATSKY

at (813)

661-5180

(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

INUS11 (7/17)

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:
ENCORE CAMERA GEAR LIMITED LIABILITY COMPANY

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of NEW JERSEY
(Enter state, or if a non-U.S. entity, the name of the country)

on OCTOBER 22, 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**:

ENCORE CAMERA GEAR, 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.

FILED IN 1000 27

2013 OCT -9 PM 12:37

Signed this 5th day of October 2019

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: GEORGE OHARA

Title: Manager

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

Signature: _____

Printed Name: GEORGE OHARA

Title: Managing Member

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ENCORE CAMERA GEAR, 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:

902 Centerbrook Dr.

Brandon, FL 33511

Mailing Address:

902 Centerbrook Dr.

Brandon, FL 33511

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:

JUSTIN J. KLATSKY, ESQ.

3626 ERINDALE DR.

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

VALRICO

City

FL 33596

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)

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:

GEROGE OHARA

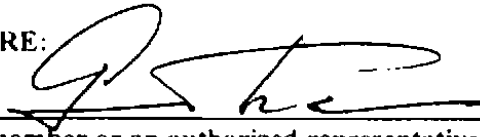
902 Centerbrook Dr.

Brandon, FL 33511

(Use attachment if necessary)

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.

GEORGE OHARA

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)

PLAN OF CONVERSION

The following Plan of Conversion is submitted pursuant to Section 605.1041, Florida Statutes and in accordance with Section 605.1041 through Section 605.1046, Florida Statutes.

FIRST

The name, entity form, and jurisdiction of the company prior to conversion is as follows:

Company Name: **ENCORE CAMERA GEAR LIMITED LIABILITY
COMPANY**
Entity Type: **LIMITED LIABILITY COMPANY**
Jurisdiction: **NEW JERSEY**

SECOND

The name, entity form, and jurisdiction of the company after conversion is as follows:

Company Name: **ENCORE CAMERA GEAR, LLC**
Entity Type: **LIMITED LIABILITY COMPANY**
Jurisdiction: **FLORIDA**

THIRD

The terms and conditions of the conversion are as follows:

ENCORE CAMERA GEAR LIMITED LIABILITY COMPANY, a New Jersey limited liability company, is being converted into **ENCORE CAMERA GEAR, LLC**, a Florida limited liability company, under Section 605.1041 through Section 605.1056, Florida Statutes.

Any and all interests of the members shall remain unchanged, and there shall be no change in interests or additional rights to acquire further interests as part of this conversion.

The management of the company will change from being member managed by a managing member to being manager managed. The current managing member shall become the manager.

FOURTH

When the conversion becomes effective, pursuant to Florida Statutes Section 605.1046:

(1) When a conversion in which the converted entity is a domestic limited liability company becomes effective:

(a) The converted entity is:

1. Organized under and subject to this chapter; and
2. The same entity, without interruption, as the converting entity;

(b) All property of the converting entity continues to be vested in the converted entity without transfer, reversion, or impairment;

(c) All debts, obligations, and other liabilities of the converting entity continue as debts, obligations, and other liabilities of the converted entity;

(d) Except as otherwise provided by law or the plan of conversion, all the rights, privileges, immunities, powers, and purposes of the converting entity remain in the converted entity;

(e) The name of the converted entity may be substituted for the name of the converting entity in any pending action or proceeding;

(f) The provisions of the organic rules of the converted entity which are to be in a record, if any, approved as part of the plan of conversion are effective; and

(g) The interests or rights to acquire interests in the converting entity are converted, and the interest holders of the converting entity are entitled only to the rights provided to them under the plan of conversion and to any appraisal rights they have under ss. 605.1006 and 605.1061-605.1072 and the converting entity's organic law.

(2) Except as otherwise provided in the private organic rules of a domestic converting limited liability company, the conversion does not give rise to any rights that a member, manager, or third party

would otherwise have upon a dissolution, liquidation, or winding up of the converting entity.

(3) When a conversion becomes effective, a person who did not have interest holder liability with respect to the converting entity and becomes subject to interest holder liability with respect to a domestic entity as a result of the conversion has interest holder liability only to the extent provided by the organic law of the entity and only for those debts, obligations, and other liabilities that arise after the conversion becomes effective.

(4) When a conversion becomes effective, the interest holder liability of a person who ceases to hold an interest in a domestic limited liability company with respect to which the person had interest holder liability is as follows:

(a) The conversion does not discharge interest holder liability to the extent the interest holder liability arose before the conversion became effective.

(b) The person does not have interest holder liability for any debt, obligation, or other liability that arises after the conversion becomes effective.

(c) The organic law of the jurisdiction of formation of the converting limited liability company and the rights of contribution provided under such law, or the organic rules of the converting limited liability company, continue to apply to the release, collection, or discharge of any interest holder liability preserved under paragraph (a) as if the conversion had not occurred.

(5) When a conversion becomes effective, a foreign entity that is the converted entity may be served with process in this state for the collection and enforcement of its debts, obligations, and liabilities as provided in s. 605.0117 and chapter 48.

(6) If the converting entity is a registered foreign entity, the certificate of authority to conduct business in this state of the converting entity is canceled when the conversion becomes effective.

(7) A conversion does not require the entity to wind up its affairs and does not constitute or cause the dissolution of the entity.

FIFTH

The conversion shall be effective when filed.

SIXTH

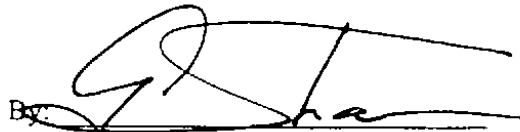
The Articles of Conversion and Articles of Organization for the domestic entity are attached.

SEVENTH

This Plan of Conversion, the Articles of Conversion, and Articles of Organization, are approved in accordance with the laws of the jurisdiction of formation of the converting entity as of the October 5, 2019.

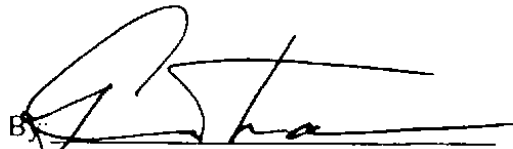
Signature on behalf of NEW JERSEY LIMITED
LIABILITY COMPANY

**ENCORE CAMERA GEAR LIMITED
LIABILITY COMPANY**


By **GEORGE OHARA**
Managing Member

Signature on behalf of FLORIDA LIMITED
LIABILITY COMPANY

ENCORE CAMERA GEAR, LLC


By **GEORGE OHARA**
Manager