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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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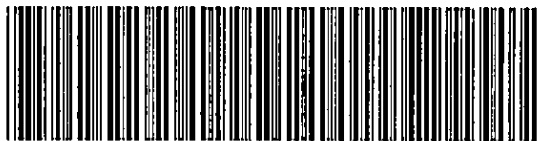
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FALL BRASSIERE, MO

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MR. CRUISE TRAVEL GUY, 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:

Stephanie M. Cua

(Contact Person)
Barnes Walker

(Firm/Company)
3119 Manatee Ave W

(Address)
Bradenton, FL 34205

(City, State and Zip Code)
scua@barneswalker.com

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

For further information concerning this matter, please call:

Stephanie Cua at (941-741-8226)

(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 (\$25 for Conversion & \$125 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

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**ARTICLES OF CONVERSION
FOR
MR. CRUISE TRAVEL GUY, LLC, A NEW JERSEY LIMITED
LIABILITY COMPANY
INTO
MR. CRUISE TRAVEL GUY, LLC, A FLORIDA LIMITED LIABILITY
COMPANY**

Pursuant to the provisions of Section 605.1045 of the Florida Revised Limited Liability Act, the undersigned corporation adopts the following Articles of Conversion for the purpose of converting MR. CRUISE TRAVEL GUY, LLC, a New Jersey Limited Liability Company ("Converting Entity") into MR. CRUISE TRAVEL GUY, LLC, a Florida limited liability company ("Converted Entity"):

1. The name of the Converting Entity immediately prior to the filing of the Certificate of Conversion is MR. CRUISE TRAVEL GUY, LLC, a New Jersey Limited Liability Company, first organized, formed or incorporated under the laws of New Jersey on June 7, 2017.

2. The name of the Converted Entity is MR. CRUISE TRAVEL GUY, LLC, a Florida limited liability company, as set forth in the attached Articles of Organization.

3. The Converting Entity has converted into the Converted Entity in compliance with Chapter 605 of the Florida Statutes, and the conversion complies with the applicable laws governing the Converted Entity.

4. The Plan of Conversion was approved in accordance with Chapter 605 of the Florida Statutes.

5. The Converted Entity's principal office is located at 7807 Lakeshore Drive, Ellenton, FL 34222.

6. The Converted Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under Florida Statutes Sections 605.1006 and 605.1061- 605.1072.

7. Pursuant to the provisions of Chapter 605, Florida Statutes, this conversion shall be effective upon filing of these Articles of Conversion.

MR. CRUISE TRAVEL GUY, LLC

By: 
Michael Galassini, Manager

Dated: 11/13/19

**ARTICLES OF ORGANIZATION
OF
MR. CRUISE TRAVEL GUY, LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is MR. CRUISE TRAVEL GUY, LLC.

**ARTICLE II
Address**

The initial mailing address of the Company's principal office is 7807 Lakeshore Drive, Ellenton, FL 34222. The initial street address of the Company's principal office is 7807 Lakeshore Drive, Ellenton, FL 34222.

**ARTICLE III
Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Michael Galassini. The address of the Company's registered office in Florida is 7807 Lakeshore Drive, Ellenton, FL 34222.

**ARTICLE V
Management**

A. The Company is to be managed by a Manager or Managers who will generally serve from annual meeting to annual meeting of the Member(s) (or until a replacement is qualified and elected) unless the Company's Operating Agreement, if any, dictates otherwise. The initial Manager(s), however, shall serve at least until the organizational meeting of the Company and is identified as follows:

Michael Galassini, whose address is 7807 Lakeshore Drive, Ellenton, FL 34222.

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B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, conduct the Company's business and the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of all the Members, the Manager(s) shall not cause or permit the Company to:

a. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than 15 years, or execute and deliver any deed, mortgage, or lease of, any Company real property, or any part or interest thereof, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors, or apply for other such relief available under similar laws or regulations, or;

c. Hire, terminate, or modify the terms of employment of any Manager, or;

d. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

e. Invest in the debt or equity of any other entity, or;

f. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

2. Without having first obtained the prior written consent of all of the Member(s), amend these Articles or the Operating Agreement, if any, of the Company to:

a. Reduce the "LLC Interest" (the Member's transferrable interest and membership rights as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any), "Member Status" (the Member's rights as a member separate from the Member's transferrable interest as defined by Florida law, and further supplemented by the Company's Operating Agreement, if any), rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;

b. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Manager(s), or;

c. Modify the duration of this Company, or;

- d. Affect the rights or restrictions regarding the assignability of Member Status or Transferable Interest, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their "LLC Interest Percentages" (as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any) in the Company, of the Member(s) of the Company.

ARTICLE VI

Continuation of Business

A majority in interest of the remaining Member(s) of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company.

ARTICLE VII

Profits and Losses Allocation

Profits and losses will be allocated to the Member(s) in accordance with the Operating Agreement of the Company, if any, and, if none, their ownership interest(s).

ARTICLE VIII

Amendments

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.

ARTICLE IX

Commencement

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Member(s) or an authorized representative of a Member has/have executed these Articles of Organization on this 13 day of November, 2019.



Michael Galassini, Member

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SECRETARY OF
STATE

**CERTIFICATE OF DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for MR. CRUISE TRAVEL GUY, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, is: Michael Galassini, 7807 Lakeshore Drive, Ellenton, FL 34222.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated: November 13, 2019.



Michael Galassini, Registered Agent