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(Requestor's Name)

(Address)

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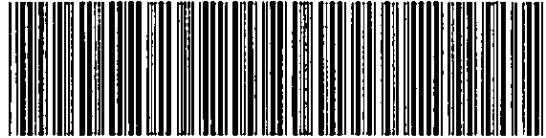
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE

C RICO  
DEC 05 2019



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Suite 800  
Orlando, FL 32801

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BURR.COM

November 22, 2019

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Chris Tomchay, Inc./Conversion to LLC

Dear Clerk:

Enclosed for filing are the following documents necessary to convert the above-referenced Corporation to a Florida limited liability company:

1. Articles of Conversion; and
2. Articles of Organization.

Also enclosed is our check in the amount of \$150.00 to cover the cost associated with this filing.

Should you have any questions or comments, please contact our office.

Sincerely,

Anthony W. Justice  
Paralegal

:awj  
Enclosures

**CERTIFICATE OF CONVERSION FOR  
CHRIS TOMCHAY, INC.  
TO  
CHRIS TOMCHAY, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. CHRIS TOMCHAY, INC. (the "Corporation") has been converted to CHRIS TOMCHAY, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §605 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by the shareholders and directors of the Corporation and by the members of the LLC, dated of even date herewith, and in compliance with Florida Statute §607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address for the LLC is 5309 Hansel Avenue, Unit D-10, Orlando, FL 32809, and the street address of the principal office of the LLC is 5309 Hansel Avenue, Unit D-10, Orlando, FL 32809.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is CHRIS TOMCHAY, INC., incorporated under the laws of the State of Florida February 23, 1995.

6. The name of the LLC, as set forth in the attached Articles of Organization is CHRIS TOMCHAY, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §605.1006 and 605.1061-605.1072.

**(SIGNATURES ON FOLLOWING PAGE)**

FILED  
IN THE  
OFFICE OF THE  
CLERK OF THE  
COURT  
JAN 13 2013  
CLERK OF THE COURT

DATED this 4<sup>th</sup> <sup>November</sup> ~~October~~ day of ~~October~~, 2019.

CHRIS TOMCHAY, INC.

By: 

CHRIS TOMCHAY, Director

**MEMBERS:**

CHRISTOPHER LEE TOMCHAY FAMILY TRUST dated May 11, 2015

By: 

CHRISTOPHER LEE TOMCHAY, Co-Trustee

By: 

TARA ROSE TOMCHAY, Co-Trustee

TARA ROSE TOMCHAY FAMILY TRUST dated May 11, 2015

By: 

TARA ROSE TOMCHAY, Co-Trustee

By: 

CHRISTOPHER LEE TOMCHAY, Co-Trustee

**ARTICLES OF ORGANIZATION**  
**OF**  
**CHRIS TOMCHAY, LLC**

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STATE OF FLORIDA  
CLERK OF CIRCUIT COURT  
JANET G. HARRIS

The undersigned, acting as the organizer of CHRIS TOMCHAY, LLC under the Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is CHRIS TOMCHAY, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and the principal address for the Company is 5309 Hansel Avenue, Unit D-10, Orlando, FL 32809.

995-0000 15635

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by its manager, and the name and address of the initial manager until the first annual meeting of members or until their successor(s) are elected and qualified are:

Chris Tomchay  
5309 Hansel Avenue, Unit D-10  
Orlando, FL 32809

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 605, Fla. Stat.

## **ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Chris Tomchay and the street address of the Company's initial registered office is ~~5309~~ Hansel Avenue, Unit ~~0-10~~ Orlando, FL 32809.

## **ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

## **ARTICLE IX - Indemnification:**

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

## **ARTICLE X - Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the 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 WITNESS WHEREOF**, the undersigned Manager has executed these Articles of Organization as of this 4<sup>th</sup> day of NOVEMBER, 2019.

MANAGER:

  
CHRIS TOMCHAY

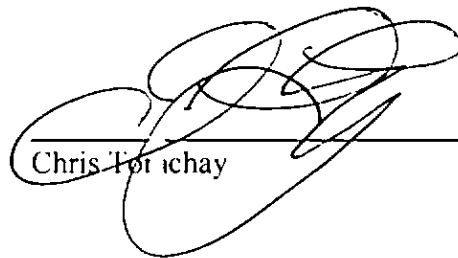
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605, 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 CHRIS TOMCHAY, LLC
2. The name and address of the registered agent and office is:

Chris Tomchay ) 5309 HANSEL AVE . D-10  
Orlando, FL 328

Having been designated as the Registered Agent for CHRIS TOMCHAY, LLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that he is familiar with and accepts his statutory obligations as such, including those obligations contained in Chapter 605, Florida Statutes.

  
\_\_\_\_\_  
Chris Tomchay

Dated this 17<sup>th</sup> day of NOVEMBER, 2019.

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