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TALLAHASSEE, FL

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Rosemary Spa, 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:

Jared A. Mangum
(Contact Person)

Forward Law Firm
(Firm/Company)

P.O. Box 530
(Address)

Winter Park, FL 32790
(City, State and Zip Code)

Corporations@forwardlawfirm.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Jared A. Mangum at (407) 621-4200
(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

Mailing Address:

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

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**CERTIFICATE OF CONVERSION
FOR
MARY CHAU SPA, INC.
INTO
ROSEMARY SPA, LLC**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Mary Chau Spa, Inc. into a Florida limited liability company in accordance with Plan of Conversion pursuant to the Florida Business Corporation Act (FBCA) §§ 607.0101; 607.1112 Fla. Stat. (2014).

**ARTICLE ONE
NAME OF CONVERTING ENTITY**

The name of Mary Chau Spa, Inc., the converting company, immediately prior to the filing of this Certificate of Conversion is:

Mary Chau Spa, Inc.

(P11-00699)

**ARTICLE TWO
TYPE OF ENTITY AND STATE OF FORMATION OF CONVERTING ENTITY**

Mary Chau Spa, Inc. is a for profit corporation, organized under the laws of Florida by a filing of the original articles of organization on October 17, 2011, which were made effective on January 1, 2012.

**ARTICLE THREE
ORIGINAL JURISDICTION OF CONVERTING ENTITY**

Mary Chau Spa, Inc. was originally formed in the state of Florida and the jurisdiction has never been changed.

**ARTICLE FOUR
NAME OF CONVERTED ENTITY**

The name of the converted entity, which will be a Florida limited liability company, as set forth in the attached Articles of Organization is:

Rosemary Spa, LLC

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TALLAHASSEE, FL

**ARTICLE FIVE
EFFECTIVE DATE**


The effective date of this Certificate of Conversion is the filing date.

Signed this 6th day of December 2019.



Hang D. Chau, Director and President

Required Signature for Converted Company to Florida limited liability company:



Hang D. Chau, Manager of Rosemary Spa, LLC

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ARTICLES OF ORGANIZATION

The undersigned, pursuant to the provisions of Chapter 605 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of Florida, sets forth the following articles of organization:

ARTICLE I NAME

The name of the limited liability company is:

Rosemary Spa, LLC

ARTICLE II DURATION

Unless earlier terminated under the Act or Rosemary Spa, LLC's (the "Company") written operating agreement, the duration of the Company is perpetual.

ARTICLE III PURPOSE

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida and the United States of America. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV ADDRESSES

The Company's mailing address is:

7508 WEST SAND LAKE ROAD
ORLANDO, FL 32819

The Company's principal place of business is located at:

7508 WEST SAND LAKE ROAD
ORLANDO, FL 32819

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TALLAHASSEE, FL

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The registered agent, and registered office in Florida for the Company, is:

Assured Compliance Services, LLC
214 S. Park Ave. Ste. B
Winter Park, FL 32789

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TALLAHASSEE, FL

The undersigned is familiar with and accepts the duties and responsibilities as registered agent for the Company stated under § 605.0113(3), Fla. Stat.; namely, (a) to forward to the limited liability company or registered foreign limited liability company, at the address most recently supplied to the agent by the company or foreign limited liability company, a process, notice, or demand pertaining to the company or foreign limited liability company which is served on or received by the agent, and (b) if the registered agent resigns, to provide the notice required under § 605.0115(2) to the company or foreign limited liability company at the address most recently supplied to the agent by the company or foreign limited liability company.

ASSURED COMPLIANCE SERVICES, LLC

By: 
Authorized Representative

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

The members may contribute capital to the Company in the manner prescribed by the Company's written operating agreement executed by all members, as it may be amended from time to time.

**ARTICLE VII
MEMBERSHIP**

Unless otherwise expressly provided in a written operating agreement executed by all members, the Company shall have at least one member at all times and may only admit additional members upon the prior, unanimous written agreement of all then-existing members.

Notwithstanding any oral or written agreement to the contrary, a person or entity who is a prospective member of the Company does not attain status as a member unless the Company has issued a valid equity unit certificate in the name of the member that is signed by the Company's manager or other duly authorized representative. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective member's status as a member is thereby made effective retroactively or prospectively according to the date written on the certificate.

ARTICLE VIII CONTINUITY

Unless otherwise expressly provided in a written operating agreement, on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Acts, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent of the Company's remaining members.

ARTICLE IX MANAGEMENT

Unless otherwise as expressly provided in a written operating agreement, the Company will be managed by a manager or managers.

The initial manager of the Company is:

Hang D. Chau

ARTICLE X INDEMNITY

Unless otherwise expressly in a written operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

ARTICLE XI EFFECTIVE DATE

Pursuant to §605.0207(6)(b), Fla. Stat., the effective date of organization for the Company

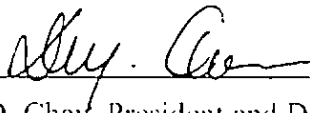
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is the date this document is filed with the state.

Signature of the Company's Duly Authorized Representative:



Hang D. Chau, Manager of Rosemary Spa, LLC



Hang D. Chau, President and Director of Mary Chau Spa, Inc.

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TALLAHASSEE, FL**