

11226000090146

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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

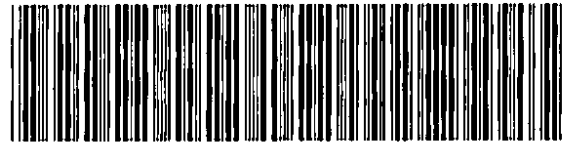
Special Instructions to Filing Officer:

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MAR 26 2020

T. SCOTT



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FILED  
2020 MAR 25 PM 2:26  
U.S. DEPT. OF JUSTICE



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 2, 2020

JAMES LUPINO, ESQUIRE  
HERSHOFF LUPINO & YAGEL, LLP  
88539 OVERSEAS HIGHWAY  
TAVERNIER, FL 33070

SUBJECT: TMSOFT, LLC  
Ref. Number: W20000022835

We have received your document for TMSOFT, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 820A00004563

**HL&Y**  
**Hershoff, Lupino & Yagel, LLP**  
Attorneys At Law

www.HLYlaw.com

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ALL CORRESPONDENCE TO:  
88539 OVERSEAS HIGHWAY  
TAVERNIER, FLORIDA 33070  
(305) 852-8440 FAX (305) 852-8848

MIAMI OFFICE  
9350 S. DIXIE HIGHWAY, SUITE 1470  
MIAMI, FLORIDA 33156

March 24, 2020

Division of Corporations  
New Filing Section  
Attn: Tyrone Scott, Regulatory Specialist II  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

VIA FEDERAL EXPRESS

Re: TMSOFT, LLC  
Ref. Number: W20000022835  
Letter Number: 820A00004563

Dear Mr. Scott:

This letter is sent in follow-up to your letter of March 2, 2020 (copy enclosed) with regard to the above-referenced matter. Pursuant to your request, attached please find the filing to include the missing signature on the Certificate of Conversion.

If you need anything further, please do not hesitate to contact me.

Sincerely,



James S. Lupino, Esq.  
JSL.dkc

Enclosures

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: TMSOFT, 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:

JAMES LUPINO, ESQUIRE

(Contact Person)

HERSHOFF LUPINO & YAGEL, LLP

(Firm/Company)

88539 Overseas Highway

(Address)

Tavernier, FL 33070

(City, State and Zip Code)

admin@tmsoft.com

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

For further information concerning this matter, please call:

James Lupino at ( 305 ) 852-8440  
(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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**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

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:  
TMSOFT, LLC

(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 VIRGINIA  
(Enter state, or if a non-U.S. entity, the name of the country)

on October 30, 2008  
(date of organization, formation or incorporation)

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

TMSOFT, 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.

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Signed this 30<sup>th</sup> day of January, 2020.

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

Signature of Authorized Representative: [Signature]  
Printed Name: TODD MOORE Title: Member/Manager

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

7 Signature: [Signature]  
Printed Name: TODD MOORE Title: Member/Manager

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:

TMSOFT, 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:

109 Mockingbird Rd.

Tavernier, FL 33070

### Mailing Address:

91220 Overseas Highway, #1038

Tavernier, FL 33070

## 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:

Hershoff Lupino & Yagel, LLP

Name

88539 Overseas Highway

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

Tavernier

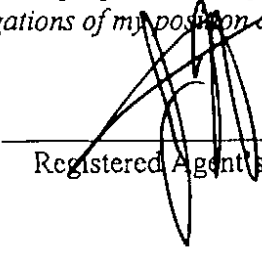
City

FL

33070

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)

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**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

**Name and Address:**

Todd Moore

91220 Overseas Highway, #1038

Tavernier, FL 33070

\_\_\_\_\_

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(Use attachment if necessary)

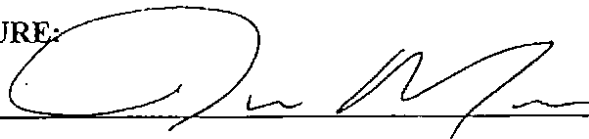
**ARTICLE V: Other provisions, if any.**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**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.

TODD MOORE

Typed or printed name of signer

**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)**