

L20000096937

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
20 APR -3 AM 10:16
NEW YORK, NEW YORK

D. O'KEEFE

APR 07 2020

Cover Letter - Instructions

Dear Florida Department of State,

Please file the attached Articles of Organization and Certificate of Conversion.

Name of Entity: MERRIMAC HOLDING LLC

Requested Services:

Filing of Documents (Articles of Organization and Certificate of Conversion)

Checks is enclosed

Mailing Instructions:

- 1) Please return the filed documents to:

Address: 1666 Kennedy Causeway #412
North Bay Village, FL 33141

SECRETARY OF STATE
State of Florida
Division of Corporations
Tallahassee, FL 32399

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.

- I The name of the Other Business Entity immediately prior to the filing of the Articles of Conversion is: **MERRIMAC HOLDING LLC**
- II The Other Business Entity is a **LIMITED LIABILITY COMPANY**, first organized under the laws of **DISTRICT OF COLUMBIA** on **SEPTEMBER 5th, 2006**
- III The name of the Florida Limited Liability Company as set forth in the Articles of Organization is: **MERRIMAC HOLDING LLC**
- IV The plan of conversion has been approved in accordance with all applicable statutes.
- V 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.



Kelsey Nichols, Authorized Representative

Signed on March 23rd, 2020

FILED
20 MAR -3 4:10:16
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
State of Florida
Division of Corporations
Tallahassee, FL 32399

ARTICLES of ORGANIZATION
of
MERRIMAC HOLDING LLC

ARTICLE I - Name:

The name of the limited liability company is:

MERRIMAC HOLDING LLC

ARTICLE II - Mailing and Street Address:

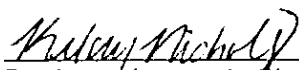
1666 Kennedy Causeway #412
North Bay Village, FL 33141
Florida, United States of America

ARTICLE III - Registered Agent and Registered Office:

The initial registered agent and registered office of the limited liability company is:

Apex Corporate Services LLC
1666 Kennedy Causeway #412
North Bay Village, FL 33141
United States of America

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
Kelsey Nichols

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2016-03-10 10:16
Tallahassee, Florida

ARTICLE IV – Managers:

The name, date of birth and address of the present Manager of the Company who has individual signature authority and is authorized to act solely and independently on behalf of the company and shall serve as the Manager of the Company until the first annual meeting of the member or until such Manager's successor is elected and duly qualified, is as follows:

MGR: Dirk Cornelius Taljaard
Address: Section 209, Broederstroom
Hartbeespoort, 0216
South Africa

MGR: Martin Vnoucek
Address: Petra Slezaka 548/8, Karlin
Prague 8, 18600
Czech Republic

ARTICLE V – Management:

The Company shall be managed by a manager or managers who shall be elected annually by the members in the manner prescribed by the Operating Agreement of the Company. The manager or managers shall have the right and authority to incur any debt, obligation or liability on behalf of and in the name of the Company. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement. The number of managers of the Company may be increased or decreased from time to time as may be determined by the vote of the members of the Company.

ARTICLE VI - Purpose:

The company will have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which LLCs may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to an LLC.

ARTICLE VII – Continuity:

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or on the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company.

ARTICLE VIII – Indemnification:

The Company will indemnify an individual made party to a proceeding because he is or was a manager, officer, or organizer, employee or agent of the Company against liability incurred in the proceeding if:

1. He conducted himself in good faith;
2. He reasonably believed that his conduct was in or at least not opposed to the Company's interest; and
3. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

The indemnification and advance of expenses authorized in these articles will not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any bylaw, agreement, or vote of members, disinterested managers or otherwise.

In addition to the foregoing, the Company will indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and will pay all costs and expenses incurred by or imposed on them as a result of the same, including compensation based on the usual charges for expenditures required of them in pursuit of the defense against account enforcing the indemnification right under these articles, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

Signed on March 23rd, 2020



Kelsey Nichols, authorized representative of the member

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

FILED
2020 MAR 23 09:10:16
NOTARIAL PUBLIC, FLORIDA