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(Requestor's Name)

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(Business Entity Name)

(Document Number)

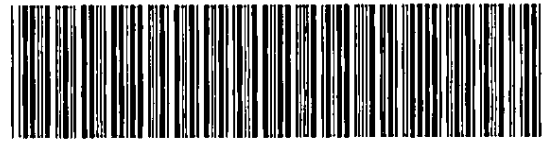
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2020 DEC -8 PM 3:06

## KUHNS LAW FIRM, PLLC

JEFFREY R. KUHN, ESQ., LL.M. IN TAXATION  
*also admitted in California and Minnesota*

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Drafter's Email | [Jeff@KuhnsLawFirm.com](mailto:Jeff@KuhnsLawFirm.com)  
File No. 1484.40

December 4, 2020

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 34314

**Re: Articles of Conversion and Articles of Organization for  
Gagesoft, LLC, a Michigan limited liability company  
Conversion to Florida limited liability company  
Effective Date: 12/30/2020**

Dear Department of State Clerk:

Enclosed with this letter please find the following documents with regards to the above referenced entity:

1. Articles of Conversion (original and one copy set);
2. Articles of Organization (original and one copy set);
3. Plan of Conversion (original and one copy set);
4. Certificate of Standing issued on November 10, 2020 by the State of Michigan, Department of Licensing and Regulatory Affairs indicating the entity is in good standing for calendar year 2020 pursuant to §605.0212(9), *F.S.* (two originals and one copy set of the same); and
5. Check #1287 payable to Division of Corporations in the amount of \$150.00.

You are requested to file the above entity taking into consideration the requested effective date provided for in the documents. Please return the enclosed copy of the same to the undersigned in the enclosed envelope.

Very truly yours,



Jeffrey R. Kuhns  
For the Firm

cc: Mr. Richard Cochran (via email: [rcochran@gagesoft.com](mailto:rcochran@gagesoft.com))

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** GAGESOFT, 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:

Jeffrey R. Kuhns, Esq., LL.M.

(Contact Person)

Kuhns Law Firm, PLLC

(Firm/Company)

425 Cross St., Ste. #312

(Address)

Punta Gorda, FL 33950

(City, State and Zip Code)

rcochran@gagesoft.com (Richard D. Cochran, Manager)

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

For further information concerning this matter, please call:

Jeffrey R. Kuhns

at ( 941 ) 205-8000

(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

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**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:  
GAGESOFT, 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 Michigan  
(Enter state, or if a non-U.S. entity, the name of the country)

on May 10, 2006  
(date of organization, formation or incorporation)

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

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 12/30/2020

**(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.

Signed this 1st day of December 20  .

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

Signature of Authorized Representative: Richard D Cochran  
Printed Name: RICHARD D. COCHRAN Title: Manager

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

Signature: Richard D Cochran  
Printed Name: RICHARD D. COCHRAN Title: 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:

GAGESOFT, 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:

4764 Club Drive

Port Charlotte, FL 33953

#### Mailing Address:

4764 Club Drive

Port Charlotte, FL 33953

### 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:

RICHARD D. COCHRAN

Name

4764 Club Drive

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

Port Charlotte

FL 33953

City

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)

**ARTICLE IV-**

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

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGR

N/A

**Name and Address:**

Richard D. Cochran

4764 Club Drive

Port Charlotte, FL 33953

###

(Use attachment if necessary)

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

The filing of these articles of organization is done as part of a plan of conversion (attached) and a tax free reorganization authorized under Sec. 368(a)(1)(F), I.R.C.

**REQUIRED SIGNATURE:**

Richard D Cochran

**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.

RICHARD D. COCHRAN

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)**

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