

L21000237704

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

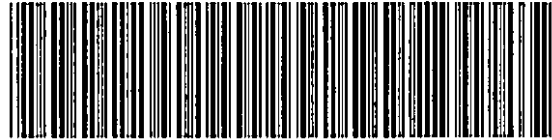
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Slcr W21000034167

Office Use Only



000359588000

02/05/21--L1003--011 **165.00

2021 MAR 22 11:10:47



Tina McRae, Esq.
Direct: 757.963.7261

tbingham@kaleolegal.com
www.kaleolegal.com

May 4, 2021

2021 May 22 11:43:37
FBI

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

Re: Rejected filings for Neptune Barbell Corporation and WOD Toys, LLC

This letter addresses rejected filings for two entities filed concurrently to convert/domesticate into Florida entities. In both cases as best we can tell we were required to sign in an additional place. We've left a voicemail for the department and also sent an email but haven't received a reply, so we are not fully clear on the reason for the rejection but making our best attempt before the 60-day period expires.

For Neptune Barbell Corporation (W21000032061) we have enclosed the letter of rejection along with the corrected filing and a check for the \$122.50 in filing fees.

For WOD Toys, LLC (W21000034167), we have not received a letter of rejection but can see online that the filing was rejected. As such, enclosed are the corrected filing and \$185.00 in filing fees.

Returned

If we have not located the correct reason for the rejection, I would very much appreciate if you could call me at (757)409-4714 or email at TBingham@Kaleol.egal.com. We very much appreciate the help.

Please let me know if you need any further information.

Regards,

Tina McRae
Tina McRae

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: WOD Toys, 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:

Mike McCollum

(Contact Person)

Kaleo Legal

(Firm/Company)

4456 Corporation Lane

(Address)

Virginia Beach, Virginia 23462

(City, State and Zip Code)

info@wodtoys.com

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

For further information concerning this matter, please call:

Mike McCollum

at (513) 659-8250

(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

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:
WOD Toys, 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 05/26/2016
(date of organization, formation or incorporation)

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

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: filing 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.

FILED
2016 MAY 26 PM 4:37
CLERK OF THE
SOLICITOR GENERAL'S
OFFICE
TALLAHASSEE, FLORIDA

Signed this 29th day of January, 20

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative

Printed Name: Brandon Palmer

Title: Manager

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

Signature

Printed Name: Brandon Palmer

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:

WOD Toys, LLC

(Must contain the words "Limited Liability Company," "LLC," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

316 SE 36th Lane

Ocala, FL 34471

Mailing Address:

316 SE 36th Lane

Ocala, FL 34471

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:

Brandon Palmer

Name

316 SE 36th Lane

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

Ocala

City

FL 34471

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)

FILED
2023 JUN 15 10:37
CLERK OF CIRCUIT COURT
FLORIDA
JULY 15 2023

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

Name and Address:

Brandon Palmer

316 SE 36th Lane

Ocala, FL 34471

MGR

Kimberly Palmer

316 SE 36th Lane

Ocala, FL 34471

(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.

Brandon Palmer, Manager

Typed or printed name of signee

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)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 14, 2021

MIKE MCCOLLUM
4456 CORPORATION LANE
VIRGINIA BEACH, VA 23462

SUBJECT: WOD TOYS, LLC
Ref. Number: W21000034167

2021 MAR 22 PM 4:37

We have received your document for WOD TOYS, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return 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.

James G Harris
Regulatory Specialist II

Letter Number: 821A00005366