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2021 MAY 26 11:03:04

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To: Florida Division of Corporations

From: Kim Tadlock c/o Capitol Services, Inc.

Date: 5/25/2021

Trans#: 1205912

*******FILE SECOND - FILE
AFTER THE AMENDED &
RESTATED*******

Entity Name: **AVIATION CONCEPTS, INC. (FL) CONVERTING INTO AVIATION
CONCEPTS, LLC (FL)**

Articles Incorporation ()

Articles of Dissolution ()

Conversion (XX)

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Articles of Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger ()

Withdrawal / Cancellation ()

STATE FEES PREPAID WITH CHECK# 2220 FOR \$180.00

PLEASE RETURN:

Certified Copy (XX)

Good Standing ()

Plain Photocopy ()

Certificate of Fact ()

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2021 MAY 25 AM 10:09

SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF CONVERSION
for
AVIATION CONCEPTS, INC.,
a Florida corporation,
to
AVIATION CONCEPTS, LLC
a Florida limited liability company

THESE ARTICLES OF CONVERSION, together with the accompanying Articles of Organization (attached), are submitted to convert AVIATION CONCEPTS, INC., a Florida corporation (the "**Converting Entity**"), into AVIATION CONCEPTS, LLC, a Florida limited liability company (the "**Converted Entity**"), in accordance with Sections 607.1112 through 607.1114 of the Florida Business Corporations Act, and Sections 1041 through 1046 of the Florida Revised Limited Liability Company Act (Section 605.0101 et seq., Florida Statutes, referred to herein as the "**Florida LLC Act**").

1. The name of the Converting Entity is AVIATION CONCEPTS, INC.; the type of legal entity of the Converting Entity is a corporation; and Florida is the jurisdiction of formation of the Converting Entity.
2. The Converting Entity was formed under Florida law on October 25, 1991, under Document Number S89899.
3. The name of the Converted Entity is AVIATION CONCEPTS, LLC; the type of legal entity of the Converted Entity is a limited liability company; and Florida is the jurisdiction of formation of the Converted Entity.
4. The sole director of the Converting Entity has authorized and approved the conversion contemplated by these Articles of Conversion, and the shareholders of the Converting Entity have authorized and approved the conversion contemplated by these Articles of Conversion by unanimous vote, in each case including, without limitation, the approval, adoption, execution and delivery of a Plan of Conversion (the "**Plan of Conversion**") with respect hereto, in accordance with the Florida Business Corporation Act (Section 607.0101 et seq., Florida Statutes, referred to herein as the "**FBCA**").
5. The mailing address and street address of the principal office of the Converted Entity are as follows:

979 Shotgun Road
Sunrise, Florida 33326
6. The conversion of the Converting Entity into the Converted Entity, including without limitation the terms and conditions of the Plan of Conversion, is in compliance with the FBCA and the Florida LLC Act.

7. The Converted Entity has agreed to pay any shareholders of the Converting Entity having appraisal rights the amount to which they are entitled under Sections 607.1301 through 607.1333 of the FBCA.
8. These Articles of Conversion shall be effective as of the date registered by and with the Florida Department of State, Division of Corporations.

(Signatures on following page)

[Signature Page to Articles of Conversion]

IN WITNESS WHEREOF, the undersigned, being an authorized person on behalf of the Florida Corporation, has executed these Articles of Conversion this 7th day of May, 2021.

CONVERTING ENTITY:

AVIATION CONCEPTS, INC.,
a Florida Corporation

By: _____

Dean J. Wood

As Its: Director and President

CONVERTED ENTITY:

AVIATION CONCEPTS, LLC,
a Florida limited liability company

By: _____

Dean J. Wood

As Its: Manager

**ARTICLES OF ORGANIZATION
OF
AVIATION CONCEPTS, LLC**
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes (the "**Florida LLC Act**"), hereby adopts the following Articles of Organization:

1. Name. The name of the limited liability company shall be "AVIATION CONCEPTS, LLC", a Florida limited liability company (the "**Company**").

2. Principal Office. The mailing address and street address of the Company's principal office in the State of Florida are as follows:

979 Shotgun Road
Sunrise, Florida 33326

3. Registered Address and Agent. The address of the Company's registered office, and the name of the Company's Registered Agent at such office, in the State of Florida are as follows:

979 Shotgun Road,
Sunrise, Florida 33326
Registered Agent: Dean J. Wood

4. Management. The Company shall be a manager-managed limited liability company; provided, however, that through an amendment to these Articles of Organization (the "**Articles**"), or through the Company's operating agreement as may be in effect from time to time (the "**Operating Agreement**"), the Company may elect to convert to a member-managed limited liability company.

As of the date of execution hereof, Dean J. Wood is the sole Manager of the Company.

5. Limited Liability Company Interests. As of the date of execution hereof, the authorized equity capital of the Company shall consist of two (2) classes of limited liability company interests, denominated as "Class A Units" and "Class B Units". The Class A Units and the Class B Units, and any other limited liability company interests of the Company hereafter authorized and issued by the Company, shall accord such relative rights, powers, entitlements, preferences, privileges, and duties as provided in the Florida LLC Act and the Operating Agreement. Through an amendment to these Articles, or pursuant to the Company's Operating Agreement, the Company may provide for the future creation of new or additional classes of limited liability company interests having such relative rights, powers, entitlements, preferences, privileges, and duties as the Company may determine, including, without limitation, rights, powers, entitlements, preferences, and privileges senior to the initial classes of limited liability company interests of the Company and/or the then-existing classes of limited liability company

interests of the Company.

6. Duration. The Company shall not have a specific effective date of dissolution, and its existence shall be perpetual in accordance with the terms and conditions of the Company's Operating Agreement.

7. Effectiveness. These Articles shall be effective as of the date registered by the Florida Department of State, Division of Corporations.

[Signature Page to Articles of Organization]

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization of AVIATION CONCEPTS, LLC, on this 7th day of May, 2021

By: _____

Dean J. Wood, Authorized Signatory

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for AVIATION CONCEPTS, LLC, a Florida limited liability company, at the place designated in Section 3 of the foregoing Articles of Organization, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as Registered Agent as provided for in Chapter 605, Florida Statutes.

By:

Dean J. Wood

Dated:

May 7, 2021

SECRETARY OF STATE
TALLAHASSEE, FL

2021 MAY 25 AM 10:09

FILED

Leslie Sellers

From: Kim Tadlock
Sent: Monday, May 24, 2021 4:46 PM
To: Leslie Sellers
Subject: Trans#1205912 - Conversion filing
Attachments: Aviation Concepts - Executed FL Articles of Conversion and Articles of Organization.PDF; FL Filing Request-001.PDF

Hey Leslie,

Can you cut a check and submit the attached tomorrow?

Thanks!



**CAPITOL
SERVICES**

Kim Tadlock

515 E. Park Ave., Floor 2

Tallahassee, FL 32301

855.498.5500

capitol-services.com