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(Requestor's Name)

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☐ WAIT

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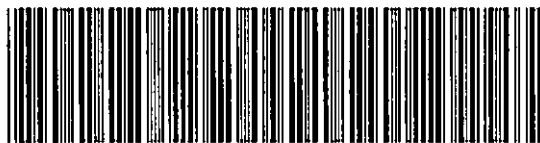
\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

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

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Telephone: 941.954.4691  
Fax: 941.954.2123  
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# Norton Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

John M. Compton  
Also licensed in Alabama

Christopher J. Fowler  
Also licensed in Nevada

Alexandra S. Glauser

Philip N. Hammersley  
Certified Circuit  
Court Mediator

Joseph M. Herbert

E. John Lopez  
Of Counsel  
Board-Certified Wills  
Trusts & Estates

J. Derrick Maginness

Sam D. Norton  
Board-Certified  
Real Estate

Peter Z. Skokos

August 10, 2021

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 342303

RE: Conversion of Tennessee LLC to a Florida LLC

Dear Sir or Madam:

Enclosed is the original of the following documents:

1. Articles of Conversion;
2. Plan of Conversion;
3. Articles of Organization;
4. Filing Acknowledgement of the Tennessee proof of conversion; and
5. Our firm's check in the amount of \$155.00 for the filing of the conversion, the articles and a certificate of status.

Please process the conversion with the current date as the effective date. If you have any questions, please let us know. Thank you!

Sincerely,



Sarah R. Davis,  
Legal Assistant to John M. Compton  
Email: [sdavis@nhslaw.com](mailto:sdavis@nhslaw.com)

Enclosures

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**ARTICLES OF CONVERSION  
FOR  
YAKE FILMS, L.L.C.  
INTO A  
FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being a member or authorized representative of YAKE FILMS, L.L.C., a Tennessee limited liability company (the "Other Business Entity"), hereby adopts the following Articles of Conversion in accordance with Section 605.1045 of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Act") in order to convert the Other Business Entity into YAKE FILMS, L.L.C., a Florida limited liability company.

1. Name of Other Business Entity. The name of the Other Business Entity immediately prior to the filing of the Articles of Conversion is YAKE FILMS, L.L.C., a Tennessee limited liability company.
2. Commencement and Duration of Existence of Other Business Entity. The Other Business Entity is a limited liability company that was first organized under the laws of the State of Tennessee on September 21, 2007.
3. Name of Florida Limited Liability Company. The name of the Florida limited liability company, as set forth on the attached Articles of Organization, shall be YAKE FILMS, L.L.C.
4. Effective Date. The plan of conversion shall be effective as of July 31, 2021.
5. Approval. The plan of conversion has been approved in accordance with all applicable statutes.
6. Appraisal Rights. The Other Business Entity has agreed to pay any members having appraisal rights the amount which such members are entitled under Sections 605.1006 and 605.1061 through 605.1072 of the Act, or any other applicable statute.

Dated: July 31, 2021.

  
\_\_\_\_\_  
John M. Compton,  
Authorized Representative

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**ARTICLES OF ORGANIZATION  
OF  
YAKE FILMS, L.L.C.**

The undersigned, being a member or authorized representative, hereby adopts the following Articles of Organization to form a limited liability company (the "Company"), in accordance with the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Act").

1. Name. The name of the Company is YAKE FILMS, L.L.C.
2. Commencement and Duration of Existence. The existence of the Company will commence on the date these Articles of Organization and Articles of Conversion are filed with the Florida Department of State, and the existence of the Company shall be perpetual.
3. Purpose. The Company may transact any or all lawful business for which a limited liability company may be organized under the Act.
4. Initial Registered Agent and Office. The name and street address of the Company's initial registered agent is as follows:

Registered Agent: John M. Compton  
Address: 1819 Main Street, Suite 610  
Sarasota, Florida 34236

5. Place of Business. The street and mailing addresses of the principal office of the Company are as follows:

Street Address: 1818 Buccaneer Drive  
Sarasota, Florida 34231  
Mailing Address: 1818 Buccaneer Drive  
Sarasota, Florida 34231

6. Admission of Additional Members. The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved as set forth in the Company's Operating Agreement.

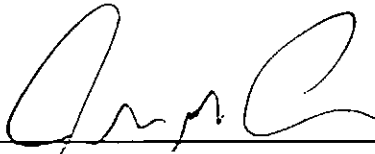
7. Management by Manager. The Company will be manager-managed. The names and addresses of the initial managers of the Company are as follows:

Manager: Jentry J. Yake  
Address: 1818 Buccaneer Drive  
Sarasota, Florida 34231  
Manager: Stephen G. Yake  
Address: 204 Lighthouse Terrace  
Franklin, Tennessee 37064

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8. Amendment of Articles of Organization. Any amendment to the Articles of Organization shall be approved by all of the members and shall be as prescribed by the Florida Secretary of State.

Dated: July 31, 2021.

  
\_\_\_\_\_  
John M. Compton,  
Authorized Representative

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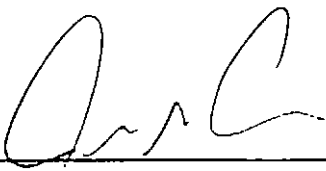
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## ACCEPTANCE OF REGISTERED AGENT

The undersigned is familiar with the requirements imposed on registered agents pursuant to Section 605.0113, Florida Statutes, and having been named to accept service of process for YAKE FILMS, L.L.C. (the "Company") as the Company's registered agent, at the place designated in the Company's Articles of Organization, agrees to act in that capacity and to comply with the provisions of the Florida Revised Limited Liability Company Act, as amended, relative to keeping open the registered office.

Dated: July 31, 2021.

  
\_\_\_\_\_  
John M. Compton,  
Registered Agent

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TALLAHASSEE, FLORIDA

## **PLAN OF CONVERSION**

THIS PLAN OF CONVERSION, dated July 31, 2021, is entered into by and between YAKE FILMS, L.L.C., a Tennessee limited liability company (herein referred to as the "Converting Entity"), and YAKE FILMS, L.L.C., a Florida limited liability company (herein referred to as the "Converted Entity").

WITNESSETH:

WHEREAS, the Converting Entity is a limited liability company, organized and existing under the laws of the State of Tennessee, with its principal office at 5170 Central Sarasota Pkwy, Apt 212, Sarasota, FL 34238-7624; and

WHEREAS, the Converting Entity deems it desirable and in its best interests to be converted into a Florida limited liability company, pursuant to the provisions of Section 605.1041, *et seq.*, of the Florida Revised Limited Liability Company Act, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

### **SECTION ONE - CONVERSION**

Effective as of July 31, 2021 (the "Conversion Date"), the Converting Entity shall be converted into the Converted Entity under the name of YAKE FILMS, L.L.C., a Florida limited liability company.

### **SECTION TWO - TERMS AND CONDITIONS**

On the Conversion Date, the separate existence of the Converting Entity shall cease, and the Converted Entity shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed of the Converting Entity,

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JULIA KASSEL

without the necessity for any separate transfer. The Converted Entity shall thereafter be responsible and liable for all liabilities and obligations of the Converting Entity and neither the rights of creditors, nor any liens on the property of the Converting Entity shall be impaired by the conversion.

### **SECTION THREE - CONVERSION OF INTERESTS**

Upon the Conversion Date, each one percent (1%) of membership interest of the Converting Entity shall be converted into a one percent (1%) membership interest in the converted entity.

### **SECTION FOUR - OPERATING AGREEMENT**

Upon the Conversion Date, the members of the Converted Entity shall enter into an Operating Agreement for purposes of governing the duties, obligations, and restrictions of the parties.

### **SECTION FIVE - APPROVAL BY MEMBERS**

This Plan of Conversion has been approved by the members of the Converting Entity, as evidenced by their signatures below.

### **SECTION SIX - ABANDONMENT OF CONVERSION**

This Plan of Conversion may be abandoned by action of the Converting Entity at any time prior to the Conversion Date.

### **SECTION SEVEN - EXECUTION OF PLAN**

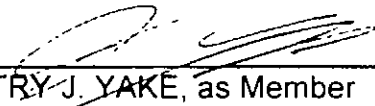
This Plan of Conversion may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Conversion  
on July 31, 2021.

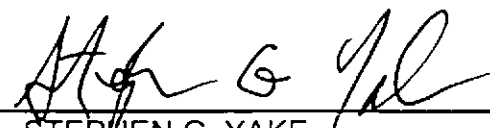
**YAKE FILMS, L.L.C.,**  
**a Tennessee limited liability company**

  
JENTRY J. YAKE, as Member

  
STEPHEN G. YAKE, as Member

**YAKE FILMS, L.L.C.,**  
**a Florida limited liability company**

By:   
JENTRY J. YAKE  
As Its: Manager

By:   
STEPHEN G. YAKE  
As Its: Manager

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