

L21000400297

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

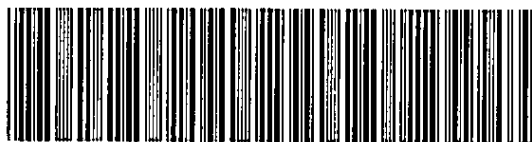
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

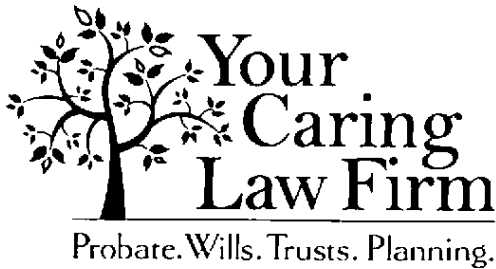
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CLERK



2323 Lee Road
Winter Park, Florida 32789

P 407.622.1900
F 407.622.1922

Mary Merrell Bailey, Esq., CPA, MBA, MSTax, MSActg

September 1, 2021

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Shak of Lake Mary LLC

Dear Sir or Madam:

Please be advised that this firm represents Georgette M. Shakarji who will be a manager of the limited liability company referenced above.

Enclosed please find the following documents for establishment of a new limited liability company and conversion of the existing corporation:

1. Cover letter and Certificate of Conversion;
2. Original Articles of Organization for Shak of Lake Mary LLC; and
3. Our firm's check in the amount of \$180.00 representing the filing fee of \$125.00 for the new LLC, \$30.00 for the certified copy of the Articles of Organization and \$25.00 for the Articles of Conversion

Please file the Articles to be effective September 1, 2021 and return a certified copy of the Articles to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to contact me or my paralegal, Vickie L. Parker, at your convenience. Thank you for your attention to this matter.

Sincerely,
YOUR CARING LAW FIRM


Mary Merrell Bailey

MMB/vlp
Enclosures
cc: Georgette M. Shakarji

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Shak of Lake Mary 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:

Mary Merrell Bailey

(Contact Person)

Your Caring Law Firm LLC

(Firm/Company)

P. O. Box 520247

(Address)

Longwood, FL 32752

(City, State and Zip Code)

hoplolo@gmail.com

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

For further information concerning this matter, please call:

Mary Merrell Bailey

at (407) 622-1900

(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
(S25 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:
Shak of Lake Mary, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 10/2/2002
(date of organization, formation or incorporation)

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

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 9/1/2021

(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.

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FILED

Signed this 1st day of September 20

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: John M. Shakarji Title: Manager

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

Signature: [Signature]
Printed Name: John M. Shakarji Title: President

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)

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A Florida Limited Liability Company

The undersigned Organizer desires to form a limited liability company under the Laws of the State of Florida by delivering these Articles of Organization in duplicate to the Secretary of State of the State of Florida, in accordance with Florida Revised Limited Liability Company Act (the *Act*).

The name of the limited liability company, referred to as the *Company*, is:

Shak of Lake Mary LLC.
A Florida Limited Liability Company

The Company will be effective on the date of filing and shall perpetually exist, unless dissolved according to law.

The Company is organized to conduct any lawful business or investment activities, and to exercise all of the powers, rights, and privileges granted to a limited liability company organized under the Act.

SHAK OF LAKE MARY, INC. (EIN 47-2522263) will convert from a Florida corporation to a Florida limited liability company ("LLC") effective September 1, 2021, under Florida law (the conversion transaction). As an LLC, SHAK OF LAKE MARY, INC. will be required to change its name to "SHAK OF LAKE MARY LLC".

SHAK OF LAKE MARY, INC. was incorporated in Florida on October 2, 2002. SHAK OF LAKE MARY LLC will elect to be classified as an association taxable as a corporation pursuant to Treas. Reg. Sec. 301.7701-3, effective as of the date of the conversion

transaction. (See attached IRS Form 8832). As a result, SHAK OF LAKE MARY LLC will never be treated as a disregarded entity, but will be treated as a continuation of SHAK OF LAKE MARY, INC. for income tax purposes. The conversion transaction, when combined with SHAK OF LAKE MARY LLC's election to be taxed as a corporation, will be a mere change in identity or form and will constitute a reorganization under Internal Revenue Code Sec. 368(a)(1)(F).

SHAK OF LAKE MARY LLC will retain SHAK OF LAKE MARY, INC.'s federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), SHAK OF LAKE MARY, INC.'s tax year will not close as a result of the conversion transaction and no final federal income tax return will be filed. Because Florida conforms to federal entity classification rules, SHAK OF LAKE MARY LLC will continue existence as a corporation for state income tax purposes as well; SHAK OF LAKE MARY LLC will, effectively, replace SHAK OF LAKE MARY, INC. for tax purposes in Florida by operation of law and, consequently, SHAK OF LAKE MARY, INC. will not be required to file a final income tax return for federal or state purposes.

Additionally, since SHAK OF LAKE MARY LLC will continue existence as a corporation and will continue to use SHAK OF LAKE MARY, INC.'s taxpayer identification number for federal tax purposes, SHAK OF LAKE MARY LLC will continue to use the various tax accounts (e.g., sales tax, payroll withholding, corporate income tax, etc.) already established and used by SHAK OF LAKE MARY, INC. in Florida.

Section 1.05 Principal Place of Business

The Company's principal place of business is:

Physical Address:
616 N. Bumby Ave
Orlando, FL 32803

Mailing Address:
616 N. Bumby Ave
Orlando, FL 32803

Section 1.06 Registered Agent and Registered Office

The initial Registered Agent's name is John M. Shakarji and the original registered addresses are as follows:

Physical Address:
616 N. Bumby Ave
Orlando, FL 32803

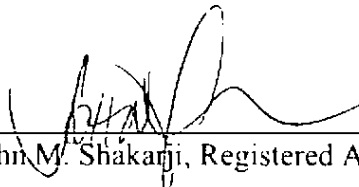
Mailing Address:
616 N. Bumby Ave
Orlando, FL 32803

Section 1.07 Registered Agent Consent

I, John M. Shakarji, a natural person and resident of Florida, accept the appointment as Registered Agent of Shak of Lake Mary LLC, a Florida Limited Liability Company. I

understand that my responsibilities as agent are to receive service of process, notices, and demands; to forward mail; and to notify the Office of the Secretary of State immediately if I resign or if the registered office address changes from the addresses stated above.

Dated: August 31, 2021.



John M. Shakarji, Registered Agent

Section 1.08 Organizer's Name and Address

Georgette M. Shakarji, 616 N. Bumby Ave, Orlando, FL 32803

Section 1.09 Additional Contributions

The Operating Agreement specifies the times and amounts of additional contributions to the Company.

Section 1.10 Additional Members

The Company has the right to admit additional Members to the Company under the terms and conditions of the Company's Operating Agreement. Any Member who is later admitted as a Member of the Company will have all of the rights and obligations of an original Member under the Operating Agreement. Any transferee of a Member's Interests in the Company must be treated as an Assignee until that transferee is admitted as an Additional or Substitute Member, if ever, under the Operating Agreement.

Section 1.11 Business Continuation

If a Company Member's membership in the Company is terminated by an event, the remaining Members and Managers of the Company have the right to continue the Company's business under the terms of the Operating Agreement. A terminating event may include the Member's death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy. If the remaining Members and Managers fail to continue the Company's business according to the terms of the Operating Agreement, the Company must be dissolved and liquidated under the Act and the Operating Agreement.

Section 1.12 Operating Agreement and Authority

To the extent not expressly required by and provided for in the Act, the manner in which the Company conducts its business and affairs, the duties and authority of its Members and

Managers, and the rights and obligations of its Members and Managers must be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. This Operating Agreement may be amended from time to time according to its provisions.

Section 1.13 Management

The Company's Managers will manage the Company's business. The Managers have exclusive authority to act for the Company in all matters. The authorities and duties of the Managers are set forth in the Operating Agreement names and addresses of the initial Manager is:

Georgette M. Shakarji
616 N. Bumby Ave
Orlando, FL 32803

John M. Shakarji
616 N. Bumby Ave
Orlando, FL 32803

Lucy M. Shakarji
616 N. Bumby Ave
Orlando, FL 32803

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Section 1.14 Indemnification and Liability

As determined by the Managers of the Company, the Company may indemnify and advance expenses to a Member, Manager, employee, or agent of the Company in connection with any proceeding, to the extent permitted by applicable laws and statutes, the Act and the Company's Operating Agreement.

Section 1.15 Transferability of Interest

Interest in the Company is nontransferable except as specifically set forth in the Company's Operating Agreement.

Signed on August 31, 2021.



Georgette M. Shakarji, Organizer