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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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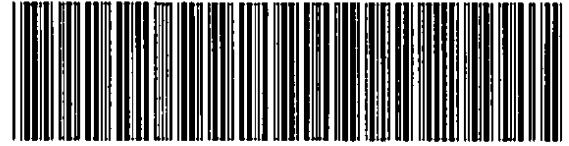
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**JAMES A. SCHMIDT**

ATTORNEY AT LAW

2904 W. BAY TO BAY BLVD.  
TAMPA, FL 33629  
TEL: 813.250.3700  
FAX: 813.250.3701  
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November 23, 2021

**Sent by Federal Express**  
**No. 7752 9277 3866**

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

RE: Conversion of CE Hospitality LLC, an Oregon limited liability company, to CE Hospitality and Charters LLC, a Florida limited liability company

Dear Sir or Madame:

CE Hospitality LLC, an Oregon limited liability company, hereby applies to the Secretary of State of the State of Florida to convert to CE Hospitality and Charters LLC, a Florida limited liability company. In accordance with the Florida Business Organizations Code, the converting company submits the following original documents:

1. Articles of Conversion;
2. Plan of Conversion; and
3. Articles of Organization for CE Hospitality and Charters LLC, a Florida limited liability company.

In addition, payment of \$150.00 on check 2024 is included for payment of the filing fees. Please do not hesitate to contact us with any questions or concerns at the telephone number and address above.

Very truly yours,

JAMES A. SCHMIDT, P.A.

*Cortney Harrington*

Cortney Harrington  
Paralegal

Enclosures

**FILED**  
**2021 NOV 24 AM 11:46**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF CONVERSION  
FOR  
CE HOSPITALITY LLC,  
AN OREGON LIMITED LIABILITY COMPANY  
INTO  
CE HOSPITALITY AND CHARTERS LLC,  
A FLORIDA LIMITED LIABILITY COMPANY

1. Name. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is CE HOSPITALITY LLC.
2. Type of Other Business Entity. The Other Business Entity is an Oregon limited liability company first organized under the laws of the State of Oregon on December 2, 2019.
3. Florida Entity. The name of the Florida limited liability company is CE HOSPITALITY AND CHARTERS LLC, as set forth in the attached Articles of Organization.
4. Effective Date. The effective date of this filing shall be upon filing with the Secretary of State of the State of Florida.
5. Plan of Conversion. The plan of conversion has been approved in accordance with all applicable statutes.
6. Appraisal Rights. CE HOSPITALITY LLC, 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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TALLAHASSEE, FLORIDA

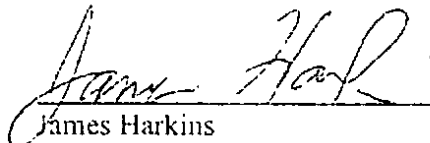
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*[Signature Page to Articles of Conversion]*

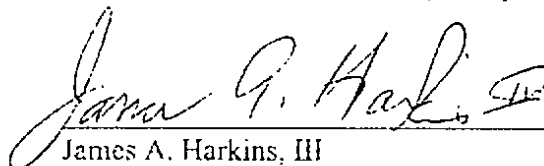
The undersigned executed these Articles of Organization on the 17<sup>th</sup> day of November, 2021.

In accordance with Section 605, *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signature of Authorized Representative of CE  
HOSPITALITY LLC, an Oregon limited liability  
company

  
James Harkins  
Manager

Signature of CE HOSPITALITY AND CHARTERS  
LLC, a Florida limited liability company

  
James A. Harkins, III  
Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF CONVERSION  
FOR  
CE HOSPITALITY LLC,  
AN OREGON LIMITED LIABILITY COMPANY  
INTO  
CE HOSPITALITY AND CHARTERS LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

THIS PLAN OF CONVERSION is entered into on November 17<sup>th</sup>, 2021, by CE HOSPITALITY LLC, an Oregon limited liability company, which under the laws of the State of Florida is converting to a Florida limited liability company.

1. CE HOSPITALITY LLC, an Oregon limited liability company, hereby adopts this Plan of Conversion, in order to convert to a Florida limited liability company known as CE HOSPITALITY AND CHARTERS LLC, a Florida limited liability company.
2. The member interests in the Converting Entity, CE HOSPITALITY LLC, an Oregon limited liability company, will be converted to member interests in the Converted Entity, CE HOSPITALITY AND CHARTERS LLC, a Florida limited liability company, on a straight one-for-one exchange.
3. The Articles of Organization of CE HOSPITALITY AND CHARTERS LLC, a Florida limited liability company, are attached to this Plan.
4. The conversion will become effective after the issuance of a Certificate of Conversion by the Florida Secretary of State.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

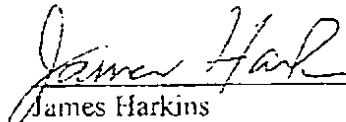
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*[Signature Page to Plan of Conversion]*

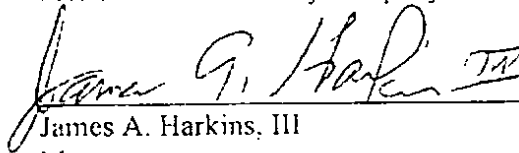
IN WITNES WHEREOF, this Plan of Conversion was executed by the authorized representative as of the date first written above.

Signature of Authorized Representative of  
CE HOSPITALITY LLC, an Oregon limited  
liability company



James Harkins  
Manager

Signature of Authorized Representative of  
CE HOSPITALITY AND CHARTERS LLC, a  
Florida limited liability company



James A. Harkins, III  
Manager

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
CE HOSPITALITY AND CHARTERS LLC

1. Name. The name of this limited liability company is **CE HOSPITALITY AND CHARTERS LLC**, a Florida limited liability company (the "Company"), and it shall be formed as a limited liability company under Chapter 605 of the laws of the State of Florida.
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.
4. Place of Principal Office. The mailing and street address of the Company's principal office is 5055 Gulf of Mexico Drive, Unit #436, Longboat Key, FL 34228.
5. Registered Agent and Office. The name of the initial registered agent of the Company is James A. Schmidt. The street address of the initial registered agent of the Company is 2904 W. Bay to Bay Blvd., Tampa FL 33629.
6. Management of the Company. The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The initial Manager(s) of the Company shall be:

James A. Harkins, III  
5055 Gulf of Mexico Drive, Unit #436  
Longboat Key, FL 34228

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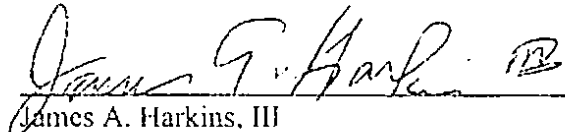
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*[Signature Page to Articles of Organization]*

The undersigned executed these Articles of Organization on the 18<sup>th</sup> day of November, 2021.

In accordance with Section 605, *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
James A. Harkins, III  
Manager

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TALLAHASSEE, FLORIDA



## ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



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James A. Schmidt

Dated: November 18, 2021

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA