

L22000236640

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

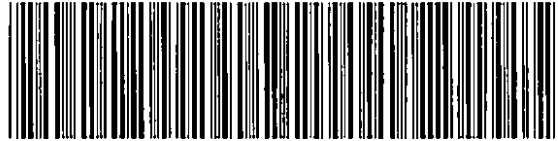
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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600383500826

FILED

2022 MAY 27 AM 10:48

SECRETARY OF STATE
TALLAHASSEE, FL

RECEIVED

2022 MAY 27 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FL

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312
(850) 656-4724

DATE 05/27/2022

ENTITY NAME ADVENTURE TRAVEL, LLC

****WALK IN****

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$150

ACCOUNT #: 120160000072

S. R. J. M.

Please call Tina at the above number for any issues or concerns. Thank you so much!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 31, 2022

SUNSHINE STATE

SUBJECT: ADVENTURE TRAVEL, LLC
Ref. Number: W22000071081

CORRECTED
Please Allow For
Same File Date

2022 JUN - 1 AH10:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

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

The name designated in your document is distinguishable on our records. However, the name is similar to a name already on file with this office. Therefore, the use of this name may result in future complications. The name of the existing entity is : ADVENTURE OF TRAVEL LLC, document number L1000422546.

You may 1.) resubmit the document under the current name; or 2.) choose to file under another name. If you choose to file under another name, please make the appropriate correction throughout the document(s).

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.

Neysa Culligan
Regulatory Specialist III

Letter Number: 822A00012207

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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2022 MAY 27 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FL

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:
ADVENTURE TRAVEL, 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 Maryland
(Enter state, or if a non-U.S. entity, the name of the country)

on 05/29/2002
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
MEMORABLE TRAVEL GROUP LLC

(Enter Name of Florida Limited Liability Company)

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

Signed this 27th day of May 2022.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: /s/ Joseph Panholzer
Printed Name: Joseph Panholzer Title: Attorney-in-Fact

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

Signature: /s/ Ashley Perkins
Printed Name: Ashley Perkins Title: Attorney-in-Fact

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:

MEMORABLE TRAVEL GROUP LLC

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

ARTICLE II - Address:

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

Principal Office Address:

255 Aragon Ave. 2nd Floor

Coral Gables, FL 33134

Mailing Address:

255 Aragon Ave. 2nd Floor

Coral Gables, FL 33134

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:

Abitos PLLC

Name

255 Aragon Ave. 2nd Floor

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

Coral Gables

FL 33134

City

Zip

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TALLAHASSEE, FL

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..

/s/ Joseph Panholzer

Joseph Panholzer,
Attorney-in-Fact

Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

General Manager

Name and Address:

Marco Soto

#5F Condominio San Agustín

San Francisco, Heredia 40103, Costa Rica

President

Max Lukowiecki

#70, Condominio Cerro Real

Pozos, San Jose 10903, Costa Rica

(Use attachment if necessary)

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TALLAHASSEE, FL

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ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

/s/ Joseph Panholzer

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.

Joseph Panholzer, Attorney-in-Fact

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)