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(Requestor's Name)

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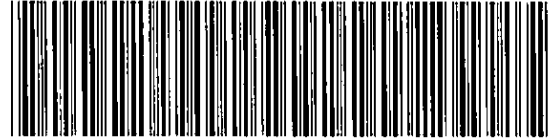
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CLERK OF COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 06/14/2022

Acc#I20160000072

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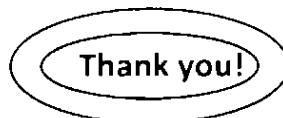
Name:	Siesta Addictions Specialists, LLC
Document #:	
Order #:	14385379

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
Certified Copy of	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
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Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$	150.00
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SECRETARY OF STATE
TALLAHASSEE, FL

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:
Siesta Addictions Specialists, 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 January 10, 2018
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
Siesta Addictions Specialists, 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 30th day of January 20 22.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: Eric Cole Young

Title: Manager

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

Signature: _____

Printed Name: David Forestier

Title: President and Shareholder

Signature: _____

Printed Name: Kimberly Benson

Title: Vice President and Shareholder

Signature: _____

Printed Name: Eric Cole Young

Title: Treasurer and Shareholder

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:

Siesta Addictions Specialists, 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:

715 N. Washington Blvd.

Sarasota, FL 34239

Mailing Address:

715 N. Washington Blvd.

Sarasota, FL 34239

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:

Kauffman Law Office, PLLC

Name

1990 Main Street, Suite 725

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

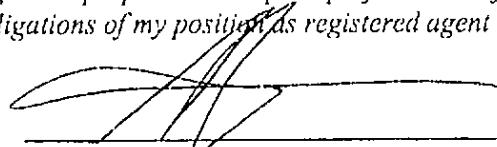
Sarasota

FL 34236

City

Zip

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.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

SECRETARY OF STATE
TALLAHASSEE, FL

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ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

MGR

MGR

Name and Address:

David Forestier

2566 Wood Oak Dr.

Sarasota, FL 34232

Kimborly Benson

551 Deer Hammock Rd.

Sarasota, FL 34240

Eric Cole Young

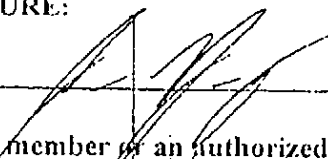
955 Patterson Dr.

Sarasota, FL 34234

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



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.

Eric Cole Young

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)

STATE OF FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FL

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EXHIBIT "B"

PLAN OF CONVERSION OF SIESTA ADDICTIONS SPECIALISTS, INC., a Florida corporation TO SIESTA ADDICTIONS SPECIALISTS, LLC, a Florida limited liability company

THIS PLAN OF CONVERSION (the "*Agreement*") is entered into effective as of January 30, 2022 by and between **SIESTA ADDICTIONS SPECIALISTS, INC.**, a Florida corporation (the "*Corporation*"), located at 715 N. Washington Blvd., Sarasota, FL 34239 and **SIESTA ADDICTIONS SPECIALISTS, LLC**, a Florida limited liability company (the "*LLC*"), located at 715 N. Washington Blvd., Sarasota, FL 34239.

RECITALS

- A. The Corporation has issued 1000 shares of the common stock of the Corporation.
- B. The Board of Directors and the Shareholders of the Corporation have deemed it advisable that the Corporation convert to the LLC under and pursuant to the provisions of this Agreement and in accordance with the applicable statutes of the State of Florida (the "*Conversion*").
- C. It is intended that the Plan meets the requirements of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "*Code*"), as a "tax free" reorganization.
- D. The Corporation has continuously actively engaged in business since January 10, 2018.
- E. The LLC was organized on its effective date for the purposes of the Conversion. A copy of the Articles of Organization of the LLC are attached hereto as Exhibit A and made a part hereof.
- F. The LLC has not transacted business or issued membership interests prior to the Conversion.
- G. The LLC will continue the historic business of the Corporation.
- H. The fair market value of the LLC membership interests that the Shareholders will receive as a result of the conversion will be equal to the fair market value of the Corporation's shares that will be converted into LLC membership interests in connection with the Conversion.
- I. The Shareholders of the Corporation will receive no consideration other than LLC membership interests for their shares and the LLC will issue no LLC membership interests except in exchange for the Corporation's shares.
- J. No Shareholder has any plan or intention to sell, exchange or otherwise dispose of any of the LLC membership interests that he or she will receive in the Conversion.

EXHIBIT "B"

K. Immediately after the Corporation's conversion to the LLC, the Corporation's shareholders will own all of the outstanding membership interests of the LLC and will own such rights solely by reason of their ownership of the Corporation's stock immediately prior to the Conversion.

L. Immediately after the Corporation's conversion to the LLC, the LLC will continue to hold all of the assets and liabilities that it held as the Corporation. No assets will be distributed and there are no dissenting shareholders. The Conversion shall constitute a continuation of the existence of the Corporation in the form of a Florida limited liability company.

M. At the time of the Conversion, the Corporation will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Corporation or the LLC.

N. The Corporation has no plan or intention to reacquire or redeem the Corporation's shares.

O. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets that it held as the Corporation.

P. In connection with the Conversion, no Shareholder will incur any expense.

Q. The LLC will continue to be taxed as a Subchapter S organization as per Section 368(a)(1)(F) of the Internal Revenue Code of 1986.

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, the Corporation and LLC hereby agree, in accordance with 605.1043, Florida Statutes, respectively, that the Corporation shall be, and it is hereby is, converted to the LLC; and, that the terms and conditions of the Conversion and the mode of carrying the same into effect are and shall be as follows:

1. **Recitals.** The foregoing Recitals are hereby ratified and confirmed, and are true, correct and complete as hereby incorporated herein.

2. **Name and Jurisdiction of the Entities Party to the Conversion.**

a) **Corporation**

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Entity #</u>
SIESTA ADDITIONS SPECIALISTS, INC. 715 N. Washington Blvd. Sarasota, FL 34239	Florida	corporation	P18000003407

EXHIBIT "B"

b) LLC

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document #</u>
SIESTA ADDICTIONS SPECIALISTS, LLC 715 N. Washington Blvd. Sarasota, FL 34239	Florida	limited liability company	TBD

3. **Conversion; Effectiveness.** The name of the LLC shall be **SIESTA ADDICTIONS SPECIALISTS, LLC**, a Florida limited liability company, and shall be governed by the laws of the State of Florida. The purposes, powers and objects, identity, existence, privileges, franchises and immunities of the LLC are expanded in the Articles of Organization of the LLC (as filed with the Secretary of State of Florida), from and after the filing of the Certificate of Conversion; and, the identity, existence, property, assets, rights, privileges, powers, franchises and immunities of the Corporation shall be converted to the LLC, and the LLC shall be fully vested therewith. The Conversion shall constitute a continuation of the existence of the Corporation in the form of a Florida limited liability company.

4. **Business Purpose.** Upon the filing of the Certificate of Conversion, the business purpose of the LLC shall be the business purpose of the Corporation.

5. **Articles of Organization.** From and after the filing of the Certificate of Conversion and until further amended as provided by the laws of the State of Florida, the Articles of Organization of the LLC shall be the Articles of Organization as filed with the Secretary of State.

6. **Management.** Each person who is a director or officer of Corporation shall serve in the corresponding capacity as a manager of the LLC. The name and business address of the Managers for the LLC are:

<u>Name</u>	<u>Address</u>
Kimberly Benson	551 Deer Hammock Rd. Sarasota, FL 34240
David Forestier	2566 Wood Oak Drive Sarasota, FL 34232
Eric Cole Young	955 Patterson Dr. Sarasota, FL 34234

7. **Manner and Basis of Converting Shares of Merging Corporation.** The Shareholders of the Corporation shall surrender all of their shares of the common stock of the Corporation (the "Shareholders' Shares") in exchange for equal ownership interests in the LLC. Upon surrender to the LLC of all of the Shareholders' Shares, the Shareholders' Shares shall be cancelled and equal interests in the LLC shall be issued in equal percentages to the Shareholders of the Corporation. Subsequent to the Conversion, the Shareholders of the Corporation shall own all of the interests of the LLC in the same percentages as they own their interests in the Corporation.

EXHIBIT "B"

8. **Satisfaction of Rights of Dissenting Entity Shareholders.** The Shareholders' Shares, into which membership interests in the LLC shall have been or would have been converted and become exchangeable for under this Agreement, shall be deemed to have been paid in full satisfaction of such converted Shareholders' Shares.

9. **Effect of Conversion.**

a. Upon the filing of the Certificate of Conversion, the LLC shall possess, all and singular, the rights, privileges, immunities, powers and franchises of a public, as well as a private nature, and be subject to all the restrictions, disabilities and duties of the Corporation, and all property, real, personal and mixed, of the Corporation and all debts due the Corporation on whatever account, as well as for share subscriptions and all other things in action or belonging to the Corporation, shall be vested in the LLC; and, all property, rights, privileges, powers and franchises, and all and every other interest shall be, thereafter, as effectually the property of the LLC as they were of the Corporation, and the title of any real estate vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of the Conversion; provided, however, that all rights of creditors and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Corporation shall thenceforth attach to the LLC and may be enforced against it to the same extent as if the said debts, liabilities and duties had been incurred or contracted by the LLC. The LLC may record a certified copy of the Certificate of Conversion in any county in which the Corporation holds an interest in real property.

b. If at any time after the filing of the Certificate of Conversion, the LLC shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm, or record in the LLC the title to any property, rights, privileges, powers and franchises of the Corporation or otherwise carry out the provisions of this Agreement, the proper officers of the Corporation last in office shall execute and deliver upon the LLC's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in the LLC, and otherwise to carry out the provisions of this Agreement.

10. **Filing with the Florida Secretary of State.** The Corporation and the LLC shall cause their respective officers and members, or authorized representatives thereof, to execute the Certificate of Conversion in the form annexed to this Agreement as Exhibit B, and upon the execution of this Agreement, shall be deemed incorporated by reference into the Certificate of Conversion as if fully set forth in such Certificate of Conversion and shall become an exhibit to such Certificate of Conversion. In accordance with Florida Statutes, the Conversion shall be effective as of the date of the filing of the Certificate of Conversion with the Florida Secretary of State's office.

11. **Termination; Abandonment.** Notwithstanding the provisions hereof, this Agreement may be terminated and the Conversion abandoned at any time prior to the filing of the Certificate of Conversion, as allowed by Florida law.

12. **Amendment and Waiver.** Either entity that is party to the Conversion may at any time prior to the filing of the Certificate of Conversion by appropriate action taken and duly authorized in accordance with applicable law waive any of the terms and conditions of this Agreement or agree to an amendment or modification of this Agreement by an agreement, in writing, executed in the same manner (but not necessarily by the same persons) as this Agreement; provided, however, that after a favorable vote by the shareholders or members of a

EXHIBIT "B"

party hereto, any such action shall be taken by that party only if, in the opinion of its officers and directors and managers and managing members, respectively, so acting, such amendment or modification will not have a material and adverse effect on the benefits intended under this Agreement for the shareholders and members, respectively, of such party and will not require resolicitation of any proxies of such shareholders and members.

IN WITNESS WHEREOF, each the Corporation and the LLC have caused this Agreement to be executed by its appropriate authorized officers or managers, or authorized representatives thereof, as of the date first written above.

CORPORATION

SIESTA ADDICTIONS SPECIALISTS, INC.,
a Florida corporation

By: 

David Forestier, its President

LLC

SIESTA ADDICTIONS SPECIALISTS, LLC,
a Florida limited liability company

By: 

Eric Cole Young, its Manager