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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

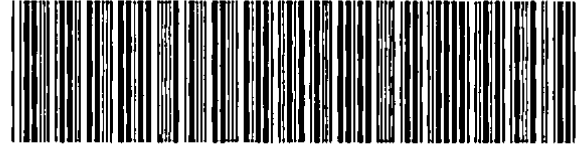
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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COVER LETTER

TO: New Filing Section Division of Corporations

SUBJECT: Cool Beenz, LLC

The enclosed Articles and Plan of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with §605.1045, F.S.

Please return all correspondence concerning this matter to:

Forrest J. Bass, Esq.

Farr, Farr, Emerich, Hackett, Carr & Holmes, P.A.

99 Nesbit Street

Punta Gorda, FL 33950

fbass@farr.com/thoffman@farr.com

For further information concerning this matter, please call:

Forrest J. Bass, Esq. at (941) 639-1158

Enclosed is a check for the following amount:

\$150.00 Filing Fees

(\$25.00 for Articles of Conversion & \$125

for Articles of Organization)

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**Articles of Conversion
For
Iowa Limited Liability Company
Into
Florida Limited Liability Company**


The Articles of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity," an Iowa limited liability company, into a Florida limited liability company in accordance with §605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is **Cool Beenz, LLC**.
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Iowa on August 10, 2021.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is **Cool Beenz, LLC**.
4. The conversion shall be effective on the date of filing.
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 §605.1006 and §605.1061-605.1072, F.S. There are no members exercising appraisal rights.
7. The plan of conversion has been approved in accordance with §605.1041-605.1046, F.S.

Signed this 21st day of NOV, 2022.

Cool Beenz, LLC

By: 
**Stephen E. Ford, as Trustee of the Stephen
E. Ford Revocable Trust dated
November 2, 2020, Member**

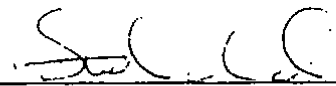
By: 
Stephen E. Ford, Manager

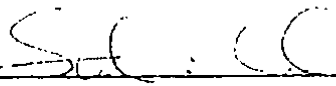
**PLAN OF CONVERSION
COOL BEENZ, LLC**

Cool Beenz, LLC, an Iowa limited liability company (the "Company"), and its members, hereby establish this Plan of Conversion for the purpose of converting the other business entity to a Florida limited liability company as follows:

1. The name and form of the organization before conversion is Cool Beenz, LLC, an Iowa limited liability company.
2. The name and form of the organization after conversion shall be Cool Beenz, LLC, a Florida limited liability company.
3. The membership interests in the Company shall remain unchanged.
4. The organizational documents of the converted organization, the Articles of Organization for Cool Beenz, LLC, a Florida limited liability company, are attached hereto.

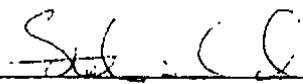
Cool Beenz, LLC,
an Iowa limited liability company

By: 
**Stephen E. Ford, as Trustee of the Stephen E.
Ford Revocable Trust dated November 2, 2020,
Member**

By: 
Stephen E. Ford, Manager

CONSENT OF MEMBERS

The undersigned, constituting all of the members of Cool Beenz, LLC, hereby consent to the adoption of the Plan of Conversion as set forth above, and direct the members of the Company to take all actions necessary to effectuate the conversion called for above.



Stephen E. Ford, Member and Manager

07/03/2010

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I — Name:

The name of the Limited Liability Company is:

COOL BEENZ, LLC

ARTICLE II — Address:

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

Mailing Address: c/o Forrest J. Bass, Esq.
Farr, Farr, Emerich, Hackett, Carr and Holmes, P.A.
99 Nesbit Street
Punta Gorda, Florida 33950

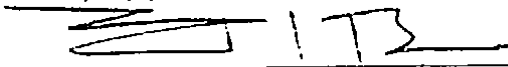
Street Address: c/o Forrest J. Bass, Esq.
Farr, Farr, Emerich, Hackett, Carr and Holmes, P.A.
99 Nesbit Street
Punta Gorda, Florida 33950

ARTICLE III — Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Forrest J. Bass, Esq.
99 Nesbit Street
Punta Gorda, Florida 33950

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.



Forrest J. Bass, Registered Agent

ARTICLE IV – Management

The Limited Liability shall be a manager-managed limited liability company. The initial manager shall be:

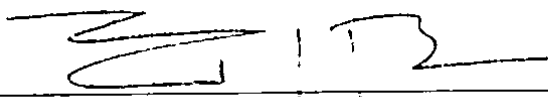
Stephen E. Ford
3019 Cobblestone Court
Cedar Falls, IA 50613

If multiple managers, the managers may act jointly or separately. Any subsequent manager or managers shall be appointed as provided in the Operating Agreement as it may be amended from time to time. The manager may appoint, employ, or otherwise contract with any persons for the transaction of the business of the Company or the performance of services for or on behalf of the Company, and the manager may delegate to any such person (who may be designated by the manager as an officer of the Company) such authority to act on behalf of the Company as the manager may from time to time deem appropriate.

The initial manager shall serve until his resignation or removal in accordance with the terms of Operating Agreement of the Company.

ARTICLE V – Duration

The Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the members and shall commence its existence on filing of these Articles.



Forrest J. Bass, Authorized Representative of a Member

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) 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.)