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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

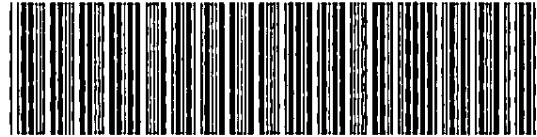
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Ally Club, 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:

Ally Mendez  
(Contact Person)

Sate Harbor Law Firm  
(Firm/Company)

28901 Trail Edge Blvd. Ste 204  
(Address)

Bonita Springs, FL 34134  
(City, State and Zip Code)

ally@sateharborlawfirm.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Ally Mendez at ( 239 ) 317-3116 ext. 3  
(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)

- |  |   |   |  |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees<br>( \$25 for Conversion<br>& \$125 for Articles<br>of Organization ) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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

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SECRETARY OF STATE  
TALLAHASSEE, FL 32303

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**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:

Amity Club, LLC  
(Enter Name of Other Business Entity)

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

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

on 09/01/2020  
(date of organization, formation or incorporation)

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

Amity Club, LLC  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 12/02/2022

(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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Allday Club, 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:

4886 Kratina St.  
Ave Maria, FL 34142

### Mailing Address:

4886 Kratina St.  
Ave Maria, FL 34142

**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:

Safe harbor Law firm  
Name

28901 Trails Edge Blvd. Ste. 204  
Florida street address (P.O. Box **NOT** acceptable)

Bonita Springs FL 34134  
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)

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TALLAHASSEE, FLORIDA

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Signed this 22 day of December 2022.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: [Signature]

Printed Name: Nestor Rotstein

Title: MGR

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

Signature: [Signature]

Printed Name: Nestor Rotstein

Title: MGR

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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22 DEC 19 PM 7:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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

AMBR

**Name and Address:**

Nestor Rotstein  
4886 Pratinha St.  
Ave Maria, FL 341142

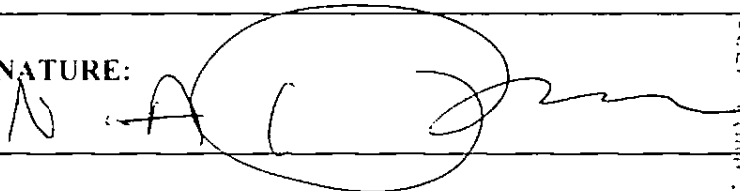
Emilia DeLay  
4886 Pratinha St.  
Ave Maria, FL 341142

Nestor Rotstein and Emilia Jelone De Rotstein  
Trustees of the Rotstein Revocable Trust 9/13/2  
4886 Pratinha St., Ave Maria, FL 341142

(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.

Nestor Rotstein

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)**

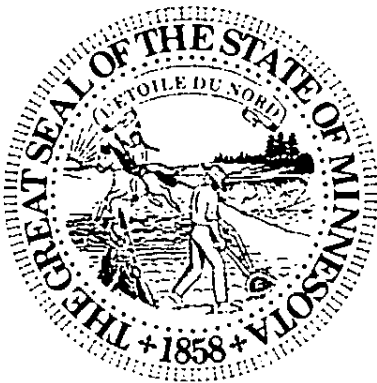
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Office of the Minnesota Secretary of State  
Certificate of Good Standing**

I, Steve Simon, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name: Alljoy Club, LLC  
Date Filed: 09/01/2020  
File Number: 1173592700039  
Minnesota Statutes, Chapter: 322C  
Home Jurisdiction: Minnesota

This certificate has been issued on: 07/15/2022



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota

22 DEC 19 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## CERTIFICATE OF TRUST

Nestor Adrian Rotstein and Emily Selene de Rotstein being first duly sworn upon oath, depose and say:

1. Affiants are the Trustees of the Rotstein Revocable Trust and as such have the authority to execute this Certificate.
2. This Certificate of Trust relates to the Rotstein Revocable Trust dated the 13<sup>th</sup> day of September, 2022.
3. The Grantors of the Rotstein Revocable Trust are Nestor Adrian Rotstein and Emily Selene de Rotstein.
4. The social security number of the Grantors shall be used as the Taxpayer Identification number for the Rotstein Revocable Trust. That number is 475-04-9885.
5. The names and addresses of the currently serving Co-Trustees of the Rotstein Revocable Trust are:

Nestor Adrian Rotstein, 4886 Frattina St, Ave Maria, Florida 34142

Emily Selene de Rotstein, 4886 Frattina St, Ave Maria, Florida 34142

No other trustee or individual or entity is required to execute any document for the Trust. The signature of a majority of trustees is required for any action taken on behalf of the Trust, except that a Grantor serving as trustee may act alone.

6. The Rotstein Revocable Trust is a revocable trust. The following parties have the power to revoke said trust:

Nestor Adrian Rotstein, 4886 Frattina St, Ave Maria, Florida 34142

Emily Selene de Rotstein, 4886 Frattina St, Ave Maria, Florida 34142

7. Selected provisions of the Trust, including the pages naming the Initial Trustees creating the Trust, relevant Trustee powers, a statement of revocability of the Trust, the designation of Successor Trustees, and a copy of the signature pages, may be attached to this Certificate or are available upon request.
8. Pursuant to the terms of the Trust Agreement, any person may rely upon this Certificate of Trust as evidence of the existence of said Trust, and is relieved of any obligation to verify that any transaction entered into by a Trustee or Successor Trustee thereunder is consistent with the terms and conditions of said Trust Agreement.
9. The proper manner for taking title to Trust property is:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

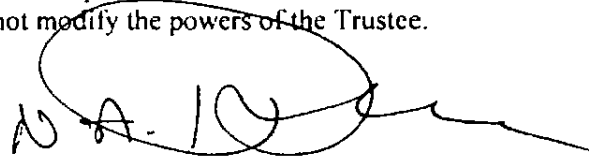
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Nestor Adrian Rotstein and Emily Selene de Rotstein, Trustees of the Rotstein Revocable Trust dated September 13<sup>th</sup>, 2022.

10. To the knowledge of the undersigned, there are no claims, challenges of any kind, or cause of actions alleged, which contest or question the validity of the Trust or trustee's/trustees' authority to act for the Trust.
11. The Rotstein Revocable Trust has not been revoked, modified, or amended in any manner that would cause the representations contained in this certification of trust to be incorrect.
12. The other provisions of the Trust are of a personal nature and set forth the distribution of Trust property. They do not modify the powers of the Trustee.

Date: 9/13/22

  
Nestor Adrian Rotstein

Date: 9/13/22

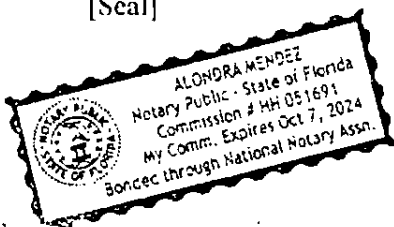
  
Emily Selene de Rotstein

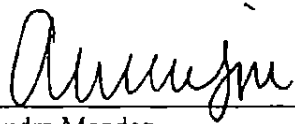
STATE OF FLORIDA                   )  
  ) ss.  
COUNTY OF LEE                   )

Acknowledged and subscribed before me, by means of ☒ physical presence of ☐ online notarization, this 13<sup>th</sup> day of September, 2022, by Nestor Adrian Rotstein, who is personally known to me or who has produced a Florida driver's license, as identification.

Witness my hand and official seal.

[Seal]



  
Alondra Mendez  
Notary Public  
Appointed in Lee County  
My commission expires: October 7, 2024

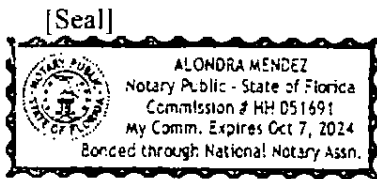
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TALLAHASSEE, FLORIDA

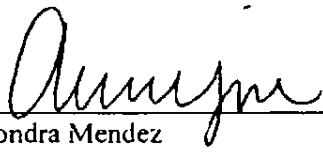
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STATE OF FLORIDA )  
 ) ss.  
COUNTY OF LEE )

Acknowledged and subscribed before me, by means of ☒ physical presence or ☐ online notarization, this 13<sup>th</sup> day of September, 2022, by Emily Selene de Rotstein, who is personally known to me or who has produced a Florida driver's license, as identification.

Witness my hand and official seal.



  
Alondra Mendez  
Notary Public  
Appointed in Lee County  
My commission expires: October 7, 2024

FILED  
22 DEC 19 PM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA