

W230000049899

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

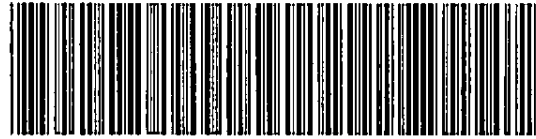
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W23000000/47

Office Use Only



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g/3/23

12/27/22--01015--025 **185.00

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2023 JAN 17 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 3, 2023

MARE H. BOFF
32204 RED TAIL BLVD
SORRENTO, FL 32276 US

SUBJECT: MHB FITNESS LLC
Ref. Number: W23000000147

We have received your document for MHB FITNESS LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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.

Hyacinth LeBlanc
Regulatory Specialist II

Letter Number: 323A00000060

If you have additional questions or need further assistance, please call the Division of Corporations at (850) 245-6052 and press 4. Your call will be answered in the order it is received.

Hyacinth LeBlanc
NEW FILING SECTION SECTION

Letter number: 323A00000060

New Filing Section

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DEPARTMENT OF STATE
CORPORATIONS SECTION
TALLAHASSEE, FL

2023

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MHB Fitness 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:

Marc H Baff

(Contact Person)

MHB Fitness LLC

(Firm/Company)

32204 Red Tail Blvd

(Address)

Sorrento FL 32276

(City, State and Zip Code)

MHBFIT@gmail.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Marc H Baff

(Name of Contact Person)

at (414)

(Area Code)

477-0811

(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)

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☒ \$185.00 Filing Fees,
Certified Copy, and
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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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:

MHB Fitness LLC

(Enter Name of Other Business Entity)

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

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

on 6/10/2011
(date of organization, formation or incorporation)

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

MHB Fitness 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.

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TALLAHASSEE, FL

Signed this 19 day of December 20 22

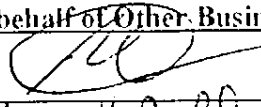
Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Marc H Boff

Title: Managing Member/MGR

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

Signature: 

Printed Name: Marc H Boff

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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TALLAHASSEE, FL

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MHB Fitness 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:

32204 Red Tail Blvd
Sorrento FL 32776

Mailing Address:

32204 Red Tail Blvd
Sorrento FL 32776

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:

Marc H. Boff
Name

32204 Red Tail Blvd
Florida street address (P.O. Box NOT acceptable)

Sorrento FL 32776
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.

[Signature]
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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TALLAHASSEE, FL

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

Name and Address:

Marc H Boff

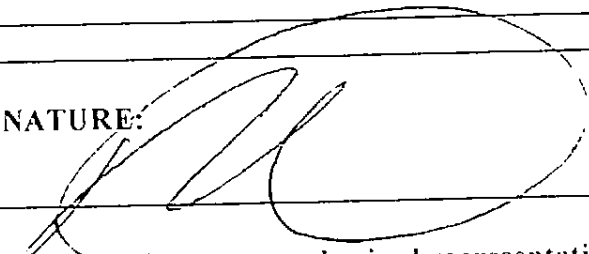
32204 Red Tail Blvd

Sorrento FL 32776

(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.

Marc H Boff

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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TALLAHASSEE, FL



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: MHB FITNESS LLC
Entity No.: 201332310197
Registration Date: 11/15/2013
Entity Type: Limited Liability Company - Out of State
Formed In: WISCONSIN
Status: Active

The above referenced entity is active on the Secretary of State's records and is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix
the Great Seal of the State of California this day of
December 19, 2022.

SHIRLEY N. WEBER, PH.D.
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FL

Certificate No.: 067155119

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.