

L23000154314

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 26, 2023

NELSON MULLINS
390 N ORANGE AVE STE 1400
ORLANDO, FL 32801 US

SUBJECT: ONE UP ENTERTAINMENT LLC
Ref. Number: W23000009497

We have received your document for and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), s.607.1622(9) and/or 607.1622(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

If you have any further questions concerning your document, please call (850) 245-6052.

KAIN COSTELLO
Regulatory Specialist II
New Filing Section

Letter Number: 323A00001904

2023 JAN 26 10:32 AM
1 PM 2:05



NELSON MULLINS

Helen Brock Ford
Senior Paralegal
T: 407.669.4322 F: 407.425.8377
helen.ford@nelsonmullins.com

NELSON MULLINS RILEY & SCARBOROUGH LLP
ATTORNEYS AND COUNSELORS AT LAW

390 North Orange Avenue, Suite 1400
Orlando, FL 32801
T: 407.669.4200 F: 407.425.8377
nelsonmullins.com

January 4, 2023

CERTIFIED MAIL, RETURN RECEIPT REQUESTED

New Filing Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: One Up Entertainment, Inc. (Document No. P09000017922)

Dear Sir/Madam:

Enclosed for filing with your office please find the Articles of Conversion for "Other Business Entity" into Florida Limited Liability Company for One Up Entertainment, Inc. and Articles of Organization for One Up Entertainment, LLC. Also enclosed is our firm's check for \$150.00 representing the filing fee for the Articles of Conversion of \$25.00 and Articles of Organization of \$125.00.

Please return filing confirmation of the enclosed originals to the undersigned at your earliest convenience. Thank you.

Sincerely,

NELSON MULLINS

A handwritten signature in black ink, appearing to read 'Helen B. Ford'.

Helen Brock Ford, FRP
Senior Paralegal

hf
Enclosures

2023 JAN 10 PM 3:33

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**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

These 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 Section 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is ONE UP ENTERTAINMENT, INC.

2. The "Other Business Entity" is a corporation first organized and formed under the laws of the State of Florida on February 25, 2009 and was assigned Document Number P09000017922.

3. The name and address of the "Florida Limited Liability Company" as set forth in the attached Articles of Organization is ONE UP ENTERTAINMENT, LLC, whose principal place of business is 837 Arbormoor Place, Lake Mary, Florida 32746, and shall be a limited liability company organized and formed under the laws of the State of Florida.

4. The conversion shall be effective on the date of filing.

5. The conversion is permitted by the applicable law(s) governing the "Other Business Entity", and the conversion complies with such law(s) and the requirements of the applicable sections in Chapter 605 of the Florida Statutes in effecting the conversion.

6. The plan of conversion and this conversion were approved as required by Chapter 607 and Chapter 605 of the Florida Statutes. The written consent of the sole shareholder of the "Other Business Entity" who, as a result of the conversion, becomes the sole member of the "Florida Limited Liability Company", and the directors of the "Other Business Entity" have consented to the plan of conversion and this conversion pursuant to a Joint Written Consent of the Sole Shareholder and Director of the "Other Business Entity".

7. The "Other Business Entity" currently exists on the official records of the State of Florida, under which it is currently incorporated.

8. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount which such members are entitled under the applicable sections of Chapter 605 of the Florida Statutes, as applicable.

(Signature Page to Follow)

2023 MAY -1 AM 10:33
CLERK OF COURT
CLERK OF COURT

The individuals signing below affirm that the facts stated in this document are true.

Signed as of the 1st day of January, 2023.

OTHER BUSINESS ENTITY:

ONE UP ENTERTAINMENT, INC.

By: 

ERIC JOHNSON, President

FLORIDA LIMITED LIABILITY COMPANY

ONE UP ENTERTAINMENT, LLC

By: 

ERIC BENJAMIN JOHNSON,
Authorized Representative

2023 Jan - 1 AM 10:33

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**ARTICLES OF ORGANIZATION
OF
ONE UP ENTERTAINMENT, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be ONE UP ENTERTAINMENT, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 837 Arbormoor Place, Lake Mary, Florida 32746, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III – REGISTERED AGENT

The initial registered office of the Company is 837 Arbormoor Place, Lake Mary, Florida 32746. The initial registered agent at that address is ERIC BENJAMIN JOHNSON.

ARTICLE IV – MANAGEMENT


The Company shall be manager-managed. The name and address of the initial manager of the Company is:

<u>Name</u>	<u>Address</u>
ERIC BENJAMIN JOHNSON	837 Arbormoor Place Lake Mary, Florida 32746

ARTICLE V - DURATION

This limited liability company shall commence its existence as of the effective date of the conversion of ONE UP ENTERTAINMENT, INC., a Florida corporation, into the Company, and shall exist perpetually thereafter unless sooner dissolved.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization the 1st day of January, 2023.



ERIC BENJAMIN JOHNSON,
Authorized Representative

2023 JAN 11 AM 10:33

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is ONE UP ENTERTAINMENT, L.L.C.

SECOND -- The name and address of the registered agent and office is:

ERIC BENJAMIN JOHNSON
837 Arbormoor Place
Lake Mary, Florida 32746

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.

Dated as of the 1st day of January, 2023.



ERIC BENJAMIN JOHNSON

**ARTICLES OF ORGANIZATION
OF
ONE UP ENTERTAINMENT, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be ONE UP ENTERTAINMENT, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 837 Arbormoor Place, Lake Mary, Florida 32746, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III - REGISTERED AGENT

The initial registered office of the Company is 837 Arbormoor Place, Lake Mary, Florida 32746. The initial registered agent at that address is ERIC BENJAMIN JOHNSON.

ARTICLE IV - MANAGEMENT

The Company shall be manager-managed. The name and address of the initial manager of the Company is:

Name

Address


ERIC BENJAMIN JOHNSON

837 Arbormoor Place
Lake Mary, Florida 32746

ARTICLE V - DURATION

This limited liability company shall commence its existence as of the effective date of the conversion of ONE UP ENTERTAINMENT, INC., a Florida corporation, into the Company, and shall exist perpetually thereafter unless sooner dissolved.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization the 1st day of January, 2023.


ERIC BENJAMIN JOHNSON,
Authorized Representative

2023 MAR - 1 AM 10:33
STATE
of FLORIDA

ED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is ONE UP ENTERTAINMENT, LLC.

SECOND -- The name and address of the registered agent and office is:

ERIC BENJAMIN JOHNSON
837 Arbormoor Place
Lake Mary, Florida 32746

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.

Dated as of the 1st day of January, 2023.



ERIC BENJAMIN JOHNSON

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ED

2023 FLORIDA PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P09000017922

Entity Name: ONE UP ENTERTAINMENT, INC.

Current Principal Place of Business:

837 ARBORMOOR PL
LAKE MARY, FL 32746

Current Mailing Address:

837 ARBORMOOR PL
LAKE MARY, FL 32746 US

FEI Number: 27-1802779

Certificate of Status Desired: No

Name and Address of Current Registered Agent:

JOHNSON, ERIC
837 ARBORMOOR PL
LAKE MARY, FL 32746 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida

SIGNATURE:

Electronic Signature of Registered Agent

Date

Officer/Director Detail :

Title P
Name JOHNSON, ERIC
Address 837 ARBORMOOR PL
City-State-Zip: LAKE MARY FL 32746

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: ERIC JOHNSON

PRESIDENT

02/24/2023

Electronic Signature of Signing Officer/Director Detail

Date

2023 MAR -1 AM 10:33
STATE
ID



Helen Brock Ford
Senior Paralegal
T: 407.669.4322 F: 407.425.8377
helen.ford@nelsonmullins.com

NELSON MULLINS RILEY & SCARBOROUGH LLP
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Orlando, FL 32801
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nelsonmullins.com

February 24, 2023

New Filing Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: One Up Entertainment, Inc. (Document No. P09000017922)

Dear Sir/Madam:

In response to your Rejection Letter dated January 26, 2023, please find enclosed for refiling the Articles of Conversion for "Other Business Entity" into Florida Limited Liability Company for One Up Entertainment, Inc. and Articles of Organization for One Up Entertainment, LLC together with a copy of the filed 2023 Annual Report for One Up Entertainment, Inc.

Please note that your January 26, 2023 correspondence did not include the return of our initial Articles of Conversion. Per my email correspondence with Timothy Burch on February 1, 2023, your office retained this document with our check for \$150.00.

Kindly return filing confirmation of the enclosed originals to the undersigned at your earliest convenience. Thank you.

Sincerely,

NELSON MULLINS

Helen Brock Ford, FRP
Senior Paralegal

hf
Enclosures

2023 FEB -1 AM 10:33

FILED
FEB 24 2023
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

FILED