

L23000292228

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

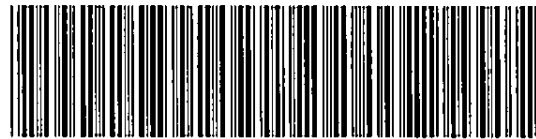
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200410281332

FILED

2023 JUN 16 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

2023 JUN 16 PM 4:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 06/16/2023

Name: Jennifer Bialowas

Reference #: 2031495

Entity Name: WWRH GP, LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other Upon filing please provide a certified copy

Authorized Amount: 180.00

Signature:

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

These Articles of Conversion and the 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 WWRH GP, LLC.

2. The "Other Business Entity" is a limited liability company, first organized under the laws of the State of Delaware effective October 12, 2017. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized.

3. The address of the principal office of the "Other Business Entity" is 3101 S OCEAN DRIVE, 3808, HOLLYWOOD, FL 33019.

4. The name of the Florida Limited Liability Company as set forth in the Articles of Organization attached hereto as Exhibit A is WWRH GP, LLC (the "Company").

5. The conversion is permitted by the applicable law(s) governing the Company, and the conversion complies with such law(s) and the requirements of section 605.1043, F.S., in effecting the conversion.

6. The plan of conversion was approved by the "Other Business Entity" in accordance with the Delaware Limited Liability Company Act.

7. This conversion shall be effective upon filing of these Articles of Conversion with the Secretary of State of the State of Florida.

8. The "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.

[SIGNATURE PAGE FOLLOWS]

FILED
2023 JUN 16 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Conversion are signed effective as of the 15th day of June, 2023.

THE COMPANY:

WWRH GP, LLC, a Florida limited liability company

By: Joseph H. Stadlen
Name: Joseph H. Stadlen
Title: Manager

OTHER BUSINESS ENTITY:

WWRH GP, LLC, a Delaware limited liability company

By: Joseph H. Stadlen
Name: Joseph H. Stadlen
Title: Manager

FILED
2023 JUN 16 PM 1:38
SECRETARY OF STATE
FALL AFRASSI, CT, LLC

Exhibit A

Form of Articles of Organization

[See attached]

PLAN OF CONVERSION

The following Plan of Conversion is submitted in compliance with the Florida Revised Limited Liability Company Act and the Delaware Limited Liability Company Act:

1. The name, form, and jurisdiction of the organization before conversion is WWRH GP, LLC, a Delaware limited liability company.
2. The name, form, and jurisdiction of the organization after conversion is WWRH GP, LLC, a Florida limited liability company.
3. Upon the conversion becoming effective, WWRH GP, LLC shall be governed by the terms and provisions of the Florida Revised Limited Liability Company Act.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration or interests in the converted organization are as follows:

WWRH GP, LLC, a Delaware limited liability company (the "DE Company"), has four members, Stadlen Family Holdings, LLC, a Florida limited liability company, Ezra Gruszynski, Sky Groden and Greg Nordone (the "Members"), who own one hundred percent (100%) of the DE Company's issued and outstanding Membership Interests.

5. A copy of the Articles of Organization for WWRH GP, LLC, a Florida limited liability company (the "FL Company"), as attached hereto as Exhibit A shall be filed with the Florida Department of State. The Florida Articles of Organization, the Florida Articles of Conversion, the Certificate of Conversion, and the Plan of Conversion were approved and adopted by the Members of the DE Company by written consent effective June 15, 2023.
6. The conversion shall become effective upon filing of the Certificate of Conversion with the Secretary of State of Delaware, and the Articles of Conversion and Articles of Organization with the Secretary of State of Florida.

This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the Members of the DE Company to be converted.

The signature of the Members of the DE Company to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of their authority to execute and deliver such instruments or documents.

[Signatures hereto contained on following page.]

IN WITNESS WHEREOF, this Plan of Conversion is effective as of the 15th day of June, 2023.

THE DE COMPANY:

WWRH GP, LLC, a Delaware limited liability company

By: Joseph H. Stadlen
JOSEPH H. STADLEN, Manager

THE FL COMPANY:

WWRH GP, LLC, a Florida limited liability company

By: Joseph H. Stadlen
JOSEPH H. STADLEN, Manager

EXHIBIT A

Florida Articles of Organization

[Attached.]

FILED
2023 JUN 16 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
WWRH GP, LLC**

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

**ARTICLE 1
NAME**

The name of the Limited Liability Company is WWRH GP, LLC (the "Company").

**ARTICLE 2
DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3
NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

**ARTICLE 4
ADDRESS**

The initial principal office address and the initial mailing address of the Company is 3101 S. Ocean Drive, #3808, Hollywood, Florida 33019.

**ARTICLE 5
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is 3101 S. Ocean Drive, #3808, Hollywood, Florida 33019, and the name of the initial registered agent of the Company at that address is Joseph H. Stadlen.

**ARTICLE 6
INDEMNIFICATION**

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was manager, member, or

officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Reasonable expenses (including attorneys' fees) incurred by any member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding to the fullest extent permitted under and in accordance with the laws of the State of Florida upon receipt of a promise (secured or unsecured as may be determined by the Company) by such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such reasonable expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe, or knowledge that, such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful or intentional misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a Member.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a Member.
- (f) A breach of duties or obligations under Section 605.04091 of the Act, taking into account a variation of such duties and obligations provided for in the Company's Operating Agreement to the extent allowed by the laws of the State of Florida.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Revised Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

**ARTICLE 7
MANAGEMENT**

The Company shall be managed by one or more managers in accordance with the Company's Operating Agreement. The initial manager shall be: JOSEPH H. STADLEN.

**ARTICLE 8
EFFECTIVE DATE**

The effective date is the date of filing of these Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 15th day of June, 2023.

Joseph H. Stadlen

Joseph H. Stadlen
Authorized Representative

(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
2023 JUN 16 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Joseph H. Stadlen hereby accepts the appointment as registered agent and agrees to act in this capacity. Joseph H. Stadlen further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.

Joseph H. Stadlen
JOSEPH H. STADLEN

Dated: June 15, 2023