

L23000322457

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

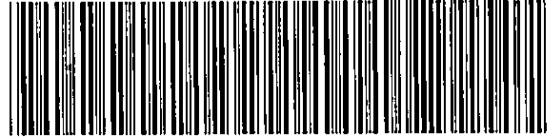
(Document Number)

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

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

Special Instructions to Filing Officer:

Office Use Only



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23 FEB - 1 AM 6:57  
ST. LOUIS  
MISSOURI

18

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Think Healthy, 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:

Carol Pennings  
(Contact Person)

4821 S. Landings Drive  
(Firm/Company)  
(Address)

Fort Myers, FL 33919  
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Carol Pennings at ( 910 ) 303.0639  
(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 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 checked="" 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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23 FEB - 1 14 6:57  
TALLAHASSEE, FL  
FBI



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 3, 2023

CAROL PENNINGS  
1113 CRYPTIC WOOD AVENUE  
FUQUAY VARINA, NC 27526-3996

SUBJECT: THINK HEALTHY, LLC  
Ref. Number: W23000000212

We have received your document for THINK HEALTHY, LLC and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Only non-United States entities may become a domestic limited liability company, as stated in section 605.1052, Florida Statutes. You may want to explore one of the conversion options. Please return to our website [sunbiz.org](http://sunbiz.org) to download the appropriate form.

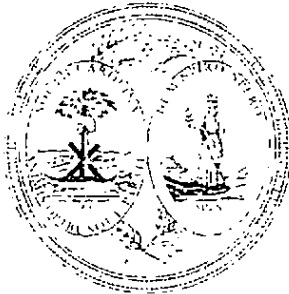
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

DANIEL L O'KEEFE  
Regulatory Specialist II

Letter Number: 723A00000075

# *The State of South Carolina*



*Office of Secretary of State Mark Hammond*

## **Certificate of Existence**

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

THINK HEALTHY, LLC, A Limited Liability Company duly organized under the laws of the State of South Carolina on January 20th, 2011, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great  
Seal of the State of South Carolina this  
28th day of January, 2011.

A handwritten signature in cursive script that reads "Mark Hammond".  
Mark Hammond, Secretary of State

23 FEB - 7  
SEC. OF STATE  
FALLA

FILED

**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:

Think Healthy, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a

LLC

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of

South Carolina

(Enter state, or if a non-U.S. entity, the name of the country)

on Jan 20 2011

(date of organization, formation or incorporation)

then moved to North Carolina,  
see paperwork

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

Think Healthy

(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.

FILED  
23 FEB - 7 AM '11  
STATE OF FLORIDA  
CLERK OF THE COURT

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.

Signed this 4 day of February 2023

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

Signature of Authorized Representative: Carol Pennings  
Printed Name: Carol Pennings Title: manager

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

Signature: [Signature]  
Printed Name: Nicholas Pennings Title: member

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)

FILED  
23 FEB -7 AM 6:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Think Healthy, 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:

4821 S. Landings Drive  
Fort Myers, FL 33919

### Mailing Address:

4821 S. Landings Drive  
Fort Myers, FL 33919

## 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:

Carol Pennings  
Name  
4821 S. Landings Drive  
Florida street address (P.O. Box NOT acceptable)  
Fort Myers FL 33919  
City Zip

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23 FEB - 1 10:16:58  
TALLAHASSEE, FL  
SECRETARY OF STATE

*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..*

Carol Pennings

Registered Agent's Signature (REQUIRED)

(CONTINUED)

**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

AMBR

**Name and Address:**

Carol Pennings  
4821 S. Landings Dr  
Fort Myers, FL 33919

Nicholas Pennings  
1113 Cryptic Wood Ave  
Englewood, NC 27526

(Use attachment if necessary)

**ARTICLE V: Other provisions, if any.**

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23 FEB - 7 AM 6:58  
STATE OF FLORIDA  
TALLAHASSEE

**REQUIRED SIGNATURE:**

Carol Pennings

**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.

Carol Pennings  
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)**



State of North Carolina  
Department of the Secretary of State

SOSID: 2334390  
Date Filed: 1/11/2022 3:02:00 PM  
Elaine F. Marshall  
North Carolina Secretary of State  
C2022 007 02005

APPLICATION FOR CERTIFICATE OF AUTHORITY  
FOR LIMITED LIABILITY COMPANY

Pursuant to §57D-7-03 of the General Statutes of North Carolina, the undersigned limited liability company hereby applies for a Certificate of Authority to transact business in the State of North Carolina, and for that purpose submits the following:

1. The name of the limited liability company is Think Healthy, LLC;  
and if the limited liability company name is unavailable for use in the State of North Carolina, the name the limited liability company wishes to use is \_\_\_\_\_.
2. The state or country under whose laws the limited liability company was formed is SC, United States.
3. Principal office information: (Select either a or b.)

- a. ☐ The limited liability company has a principal office.

The principal office telephone number: \_\_\_\_\_

The street address and county of the principal office of the limited liability company is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

The mailing address, *if different from the street address*, of the principal office of the corporation is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

- b. ☒ The limited liability company does not have a principal office.

4. The name of the registered agent in the State of North Carolina is: Carol Pennings

5. The street address and county of the registered agent's office in the State of North Carolina is:

Number and Street: 1113 Cryptic Wood Avenue

City: Fuquay Varina State: NC Zip Code: 27526-3996 County: Wake

6. The North Carolina mailing address, *if different from the street address*, of the registered agent's office in the State of North Carolina is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: NC Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

# APPLICATION FOR CERTIFICATE OF AUTHORITY

Page 2

7. The names, titles, and usual business addresses of the current company officials of the limited liability company are:  
(use attachment if necessary) (This document must be signed by a person listed in item 7.)

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Nicholas Pennings	Executive Manager /Member	1113 Cryptic Wood Avenue Fuquay Varina NC, 27526-3996 United States
Carol Pennings	Manager /Managing Member	1113 Cryptic Wood Avenue Fuquay Varina NC, 27526-3996 United States

8. Attached is a certificate of existence (or document of similar import), duly authenticated by the secretary of state or other official having custody of limited liability company records in the state or country of formation. **The Certificate of Existence must be less than six months old. A photocopy of the certification cannot be accepted.**
9. If the limited liability company is required to use a fictitious name in order to transact business in this State, a copy of the resolution of its managers adopting the fictitious name is attached.
10. (Optional): Please provide a business e-mail address: Privacy Redaction.  
The Secretary of State's Office will e-mail the business automatically at the address provided above at no cost when a document is filed. **The e-mail provided will not be viewable on the website.** For more information on why this service is offered, please see the instructions for this document.
11. This application will be effective upon filing, unless a delayed date and/or time is specified: \_\_\_\_\_.

This the 7<sup>th</sup> day of January, 2022

FILED  
23 FEB - 7 AM 6:58  
SECRET  
FALL APPEALS

Think Healthy, LLC  
\_\_\_\_\_  
Name of Limited Liability Company

Carol Pennings Manager  
\_\_\_\_\_  
Signature of Company Official

Carol Pennings Manager  
\_\_\_\_\_  
Type or Print Name and Title

## Notes:

1. **Filing fee is \$250.** This document must be filed with the Secretary of State.



# NORTH CAROLINA

## Department of the Secretary of State

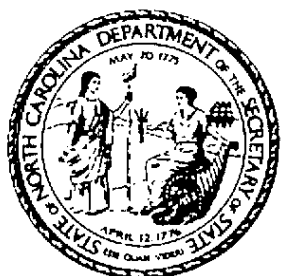
### CERTIFICATE OF AUTHORIZATION (Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

#### THINK HEALTHY, LLC

is a limited liability company formed under the laws of South Carolina as Think Healthy, LLC and was authorized to transact business in the State of North Carolina by issuance of a certificate of authority on 11th day of January, 2022.

I FURTHER certify that, as of the date of this certificate, (i) the said limited liability company has not withdrawn from the State of North Carolina, (ii) the said limited liability company's certificate of authority has not been suspended for failure to comply with the Revenue Act of the State of North Carolina, (iii) that said limited liability company is not administratively revoked for failure to comply with the provisions of the North Carolina Limited Liability Company Act, (iv) that this office has not filed any decree of judicial revocation, withdrawal, articles of merger, or articles of conversion for said limited liability company.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of December, 2022.

*Elaine F. Marshall*

Secretary of State

(Continued) Additional Officers/Officials - Think Healthy, LLC

Carol Pennings - Manager Signature: Carol Pennings

Address: 1113 Cryptic Wood Avenue Fuquay Varina NC, 27526-3996 United States

STATE OF SOUTH CAROLINA  
 SECRETARY OF STATE  
 ARTICLES OF ORGANIZATION  
 Limited Liability Company – Domestic  
 Filing Fee - \$110.00

**TYPE OR PRINT CLEARLY IN BLACK INK**

The undersigned delivers the following articles of organization to form a South Carolina limited liability company pursuant to S.C. Code of Laws §33-44-202 and §33-44-203.

1. The name of the limited liability company (Company ending must be included in name\*)

Think Healthy, LLC

**\*NOTE:** The name of the limited liability company must contain one of the following endings: "limited liability company" or "limited company" or the abbreviation "L.L.C.", "LLC", "L.C." or "LC". "Limited" may be abbreviated as "Ltd.", and "company" may be abbreviated as "Co."

2. The address of the initial designated office of the limited liability company in South Carolina is

3500 N. Ocean Blvd., Unit 1009

Street Address

North Myrtle Beach, SC

29582

City

Zip Code

3. The initial agent for service of process is

Nicholas Pennings

Name

Signature of Agent

and the street address in South Carolina for this initial agent for service of process is

3500 N. Ocean Blvd., Unit 1009

Street Address

North Myrtle Beach, SC

29582

City

Zip Code

4. List the name and address of each organizer. Only one organizer is required, but you may have more than one.

- (a) Nicholas Pennings

Name

3500 N. Ocean Blvd, Unit 1009

Street Address

North Myrtle Beach

SC

29582

City

State

Zip Code

- (b) Carol Pennings

Name

3500 N. Ocean Blvd., Unit 1009

Street Address

North Myrtle Beach

SC

29582

City

110126-0284


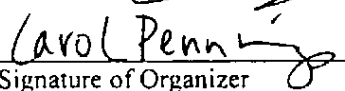
FILED: 01/20/2011

THINK HEALTHY LLC

Filing Fee: \$110.00 ORIG

Name of Limited Liability Company Think Healthy, LLC

5. ☐ Check this box only if the company is to be a term company. If the company is a term company, provide the term specified. \_\_\_\_\_
6. ☐ Check this box only if management of the limited liability company is vested in a manager or managers. If this company is to be managed by managers, include the name and address of each initial manager.
- (a) \_\_\_\_\_  
Name  
\_\_\_\_\_  
Street Address  
\_\_\_\_\_  
City State Zip Code
- (b) \_\_\_\_\_  
Name  
\_\_\_\_\_  
Street Address  
\_\_\_\_\_  
City State Zip Code
7. ☐ Check this box only if one or more of the members of the company are to be liable for its debts and obligations under §33-44-303(c). If one or more members are so liable, specify which members, and for which debts, obligations or liabilities such members are liable in their capacity as members. This provision is optional and does not have to be completed.
8. Unless a delayed effective date is specified, these articles will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time.  
\_\_\_\_\_
9. Any other provisions not inconsistent with law which the organizers determine to include, including any provisions that are required or are permitted to be set forth in the limited liability company operating agreement may be included on a separate attachment. Please make reference to this section if you include a separate attachment.
10. Each organizer listed under number 4 must sign.

  
Signature of Organizer  
  
Signature of Organizer

01-10-11  
Date  
01-10-11  
Date