

# L23000429503

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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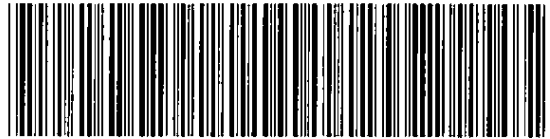
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer

Office Use Only



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2323 Lee Road  
Winter Park, Florida 32789

Mary Merrell Bailey, Esq., CPA/MBA/MSTax/MSAccg

P 407.622.1900

F 407.622.1922

August 22, 2023

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Stairmasterz, Inc.  
Document No.: 99000082740

Dear Sir or Madam:

Please be advised that this firm represents Thomas J. Kimble in the above-referenced matter.

Enclosed please find the following documents for filing:

1. Florida Department of State Cover Letter
2. Articles of Conversion
3. Plan of Conversion
4. Articles of Organization
2. Our firm check in the amount of \$180.00 representing the filing fees and a certified copy.

Please file the conversion documents and return the certified copy of the Articles of Organization to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to contact me or my paralegal, Vickie L. Parker, at your convenience. Thank you for your attention to this matter.

Sincerely,  
YOUR CARING LAW FIRM

  
Mary Merrell Bailey

MMB/vlp  
Enclosures  
cc: Thomas J. Kimble

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Stairmasterz 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:

Mary Merrell Bailey, Esq.  
(Contact Person)  
Your Caring Law Firm LLC  
(Firm/Company)  
2323 Lee Road  
(Address)  
Longwood, FL 32789  
(City, State and Zip Code)  
stairtom@yahoo.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Vickie L. Parker at ( 407 ) 622-1900  
(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 (\$25 for Conversion & \$125 for Articles of Organization)	<input checked="" type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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**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

**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:  
Stairmasterz, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation P 99 000082740  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

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

on 9/13/1999  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
Stairmasterz 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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Signed this 17 day of August 20 23.

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

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: Thomas J. Kimble

Title: Manager

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

Signature: \_\_\_\_\_

Printed Name: Thomas J. Kimble

Title: President

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)

PLAN OF CONVERSION

STAIRMASTERZ, INC.

I. The corporation, STAIRMASTERZ, INC. will convert to STAIRMASTERZ LLC, a Florida limited liability company.

II. The principal office of STAIRMASTERZ LLC is 3419 W. D. Judge Drive, Suite 130, Orlando, FL 32808 and the mailing address is 3419 W. D. Judge Drive, Suite 130, Orlando, FL 32808.

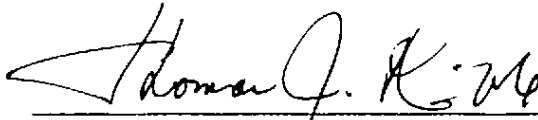
III. The Managers of STAIRMASTERZ, LLC shall receive the certificates representing the units of interest of the members and shall deliver them to each member of the converted limited liability company in a number to maintain the relative ownership represented by the shares of the STAIRMASTERZ, INC.

IV. The rights to acquire interests in STAIRMASTERZ LLC will be described in the Operating Agreement for STAIRMASTERZ LLC.

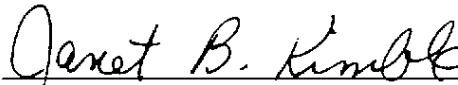
V. STAIRMASTERZ LLC will file the necessary election to be taxed for Federal income tax purposes as a Subchapter S corporation.

IN WITNESS WHEREOF, the undersigned have executed this instrument, this 17 day of AUGUST, 2023.

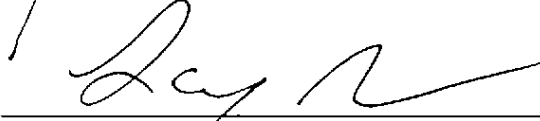
Kimble Family Trust dated July 21, 2017,  
Shareholder



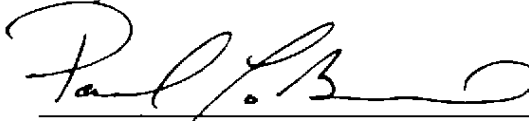
Thomas J. Kimble, Trustee



Janet B. Kimble, Trustee



Larry Marsh, Shareholder



Paul LoBianco, Shareholder

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STAIRMASTERZ, LLC

# Articles of Organization of the Stairmasterz LLC

## A Florida Limited Liability Company

### Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer desires to form a limited liability company under the Laws of the State of Florida by delivering these Articles of Organization in duplicate to the Secretary of State of the State of Florida, in accordance with Florida Revised Limited Liability Company Act (the *Act*).

### Section 1.02 Name

The name of the limited liability company, referred to as the *Company*, is:

Stairmasterz LLC,  
A Florida Limited Liability Company

### Section 1.03 Duration

The Company will perpetually exist from the filing date of these Articles of Organization with the Secretary of State of the State of Florida, unless dissolved according to law.

### Section 1.04 Purpose

The Company is organized to conduct any lawful business or investment activities, and to exercise all of the powers, rights, and privileges granted to a limited liability company organized under the Act.

### Section 1.05 Principal Place of Business

The Company's principal place of business is:

Physical Address:  
3419 W. D. Judge Drive,  
Suite 130  
Orlando, Florida 32808

Mailing Address:  
3419 W. D. Judge Drive,  
Suite 130  
Orlando, Florida 32808

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### **Section 1.06 Registered Agent and Registered Office**

The initial Registered Agent's name is Mary Merrell Bailey and the original registered addresses are as follows:

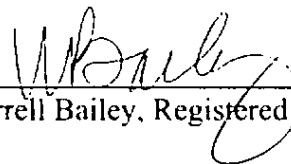
Physical Address:  
2323 Lee Road  
Winter Park, Florida 32789

Mailing Address:  
2323 Lee Road  
Winter Park, Florida 32789

### **Section 1.07 Registered Agent Consent**

I, Mary Merrell Bailey, a natural person and resident of Florida, accept the appointment as Registered Agent of Stairmasterz LLC, a Florida Limited Liability Company. I understand that my responsibilities as agent are to receive service of process, notices, and demands; to forward mail; and to notify the Office of the Secretary of State immediately if I resign or if the registered office address changes from the addresses stated above.

Dated: Aug 22, 2023.

  
\_\_\_\_\_  
Mary Merrell Bailey, Registered Agent

### **Section 1.08 Organizer's Name and Address**

Thomas J. Kimble, 3419 W. D. Judge Drive, Suite 130, Orlando, Florida  
32808

### **Section 1.09 Additional Contributions**

The Operating Agreement specifies the times and amounts of additional contributions to the Company.

### **Section 1.10 Additional Members**

The Company has the right to admit additional Members to the Company under the terms and conditions of the Company's Operating Agreement. Any Member who is later admitted as a Member of the Company will have all of the rights and obligations of an original Member under the Operating Agreement. Any transferee of a Member's Interests

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2023 AUG 25 PM 3:40  
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JANUARY 11, 2024



in the Company must be treated as an Assignee until that transferee is admitted as an Additional or Substitute Member, if ever, under the Operating Agreement.

### **Section 1.11 Business Continuation**

If a Company Member's membership in the Company is terminated by an event, the remaining Members and Managers of the Company have the right to continue the Company's business under the terms of the Operating Agreement. A terminating event may include the Member's death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy. If the remaining Members and Managers fail to continue the Company's business according to the terms of the Operating Agreement, the Company must be dissolved and liquidated under the Act and the Operating Agreement.

### **Section 1.12 Operating Agreement and Authority**

To the extent not expressly required by and provided for in the Act, the manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers, and the rights and obligations of its Members and Managers must be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. This Operating Agreement may be amended from time to time according to its provisions.

### **Section 1.13 Management**

The Company's Managers will manage the Company's business. The Managers have exclusive authority to act for the Company in all matters. The authorities and duties of the Managers are set forth in the Operating Agreement. The names and addresses of the initial Managers are:

Thomas J. Kimble  
3419 W. D. Judge Drive, Suite 130  
Orlando, Florida 32808

Janet B. Kimble  
3419 W. D. Judge Drive, Suite 130  
Orlando, Florida 32808

Larry Marsh  
3419 W. D. Judge Drive, Suite 130  
Orlando, Florida 32808

Vincent Chizlett  
3419 W. D. Judge Drive, Suite 130  
Orlando, Florida 32808

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Paul LoBianco  
3419 W. D. Judge Drive, Suite 130  
Orlando, Florida 32808

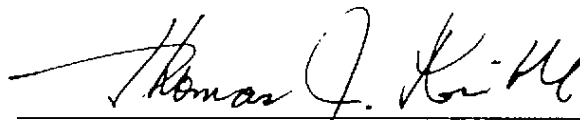
#### **Section 1.14 Indemnification and Liability**

As determined by the Managers of the Company, the Company may indemnify and advance expenses to a Member, Manager, employee, or agent of the Company in connection with any proceeding, to the extent permitted by applicable laws and statutes, the Act and the Company's Operating Agreement.

#### **Section 1.15 Transferability of Interest**

Interest in the Company is nontransferable except as specifically set forth in the Company's Operating Agreement.

Signed on August 17, 2023

  
\_\_\_\_\_  
Thomas J. Kimble, Organizer