

L230005A239

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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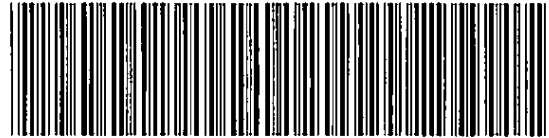
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: BUTTERFLY BREAD, 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:

KEVIN A. KYLE

(Contact Person)

GREEN SCHOENFELD & KYLE LLP

(Firm/Company)

1380 ROYAL PALM SQUARE BOULEVARD

(Address)

FORT MYERS, FL 33919

(City, State and Zip Code)

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

For further information concerning this matter, please call:

DAPHNE POH at (239) 936-7200

(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 type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input checked="" type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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, FLORIDA

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:
BUTTERFLY BREAD, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION
(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 and country)

on OCTOBER 17, 2008
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**
BUTTERFLY BREAD, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: FILING 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, FLORIDA

Signed this _____ day of _____ 20_____.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Alex Joseph
Printed Name: ALEXANDER JOSEPH Title: AUTHORIZED REPRESENTATIVE

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

Signature: Alex Joseph
Printed Name: ALEXANDER JOSEPH 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

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BUTTERFLY BREAD, 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:

495 BRICKELL AVENUE, #1511

MIAMI, FL 33131

Mailing Address:

495 BRICKELL AVENUE, #1511

MIAMI, FL 33131

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 other business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

GSK REGISTERED AGENTS, INC.

Name

1380 ROYAL PALM SQUARE BOULEVARD

Florida street address (P.O. Box **NOT** acceptable)

FORT MYERS

FL 33919

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.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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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:

ALEXANDER JOSEPH

495 BRICKELL AVENUE, #1511

MIAMI, FL 33131

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:

Alex Joseph

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.

ALEXANDER JOSEPH, AUTHORIZED REPRESENTATIVE

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, FLORIDA

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Green Schoenfeld & Kyle LLP

ATTORNEYS AT LAW

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Bruce D. Green

Florida Board Certified Tax Attorney

Lowell S. Schoenfeld

Florida Board Certified Wills, Trusts & Estates Attorney

Kevin A. Kyle

Florida Board Certified Wills, Trusts & Estates Attorney

Florida Board Certified Tax Attorney

Beth A. Prather

Florida Board Certified Elder Law Attorney

Jennifer J. Hammond

Master of Laws in Estate Planning

Courtney V. Lovejoy

Master of Laws in Elder Law

Walter Grace, Jr.

Attorney at Law

Aglaë S. Van den Bergh

Attorney at Law

Joe Cuffel

Master of Laws in Tax

LaDonna J. Cody

Of Counsel

John B. Fassett

D. 2021

Michael F. Dignam

D. 2021

Norman A. Hartman, Jr.

D. 2018

November 13, 2023

Attention New Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Butterfly Bread, Inc.
Document #: P08000094229

Dear Sir/Madam:

Please find enclosed signed Articles of Conversion and Articles of Organization to convert Butterfly Bread, Inc., a Florida corporation to a Florida limited liability company. Also enclosed is a check for \$180.00 being the filing fees and a certified copy of the filing. Please return the filed documents to us in the enclosed self-addressed envelope.

If you have any questions, please contact my assistant, Daphne Poh, or me.

With best personal regards,

Very truly yours,

Kevin A. Kyle
For the Firm

KAK/poh
Enclosures
#7659.019/1417

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TALLAHASSEE, FL 32314